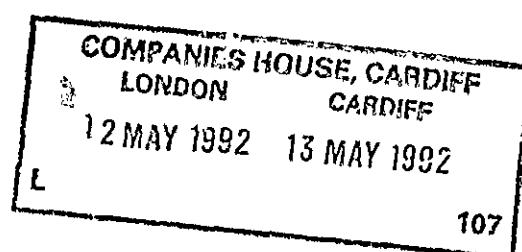


Company Number 126107

The Companies Acts 1985 and 1989

A Public Company Limited by Shares

Memorandum
and
Articles of Association
of
FINSBURY TRUST PLC



Bischoff & Co.

Epworth House, 25 City Road, London, EC1Y 1BY
Telephone: 071-628 4222

[COAT OF ARMS]

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that the ALTO PARANA DEVELOPMENT COMPANY, LIMITED, is this day Incorporated under the Companies (Consolidation) Act, 1908, and that the Company is Limited.

Given under my hand at London, this Twenty-third day of December, One thousand nine hundred and twelve.

Geo. J. Sargent,
Assistant Registrar of
Joint Stock Companies.

Fees and Deed Stamps,	52:0:0
Stamp Duty on capital,	1,650:0:0

No.126107

[COAT OF ARMS]

CERTIFICATE OF CHANGE OF NAME

Certificate pursuant to Section 18(3) of the Companies Act, 1948

I HEREBY CERTIFY that the ALTO PARANA DEVELOPMENT COMPANY, LIMITED having, with the sanction of a Special Resolution of the said Company and with the approval of the BOARD OF TRADE, changed its name, is now called THE SCOTTISH AND MERCANTILE INVESTMENT COMPANY LIMITED and I have entered such new name on the Register accordingly.

Given under my hand at London, this fifth day of December, One thousand nine hundred and fifty-one.

J.D. TODD
Registrar of Companies

[COAT OF ARMS]

**CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION AS A PUBLIC COMPANY**

No. 126107

I hereby certify that

THE SCOTTISH AND MERCANTILE INVESTMENT PLC

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company,
and that the company is limited.

Dated at Cardiff the 26th March 1982

B. Hayward
Assistant Registrar of Companies

[COAT OF ARMS]

CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 126107

I hereby certify that

THE SCOTTISH AND MERCANTILE INVESTMENT PLC

having by special resolution changed its name, is now incorporated under the name of

SCOTTISH AND MERCANTILE INVESTMENT TRUST PLC

Given under my hand at the Companies Registration Office, Cardiff the 1ST OCTOBER 1986

Mrs. E.J. Jones
an authorised officer

[COAT OF ARMS]

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 126107

I hereby certify that

SCOTTISH AND MERCANTILE INVESTMENT TRUST PLC

having by special resolution changed its name, is now incorporated under the name of

FINSBURY TRUST PLC

Given under my hand at the Companies Registration Office, Cardiff the 7TH MAY 1992

M. Rose
an authorised officer

THE COMPANIES ACTS

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

FINSBURY TRUST PLC

1. The name of the Company is "FINSBURY TRUST PLC".¹
2. The Company is to be a public company.
3. The registered office of the Company will be situate in England and Wales.
4. The objects for which the Company is established are:-
 - (I) To acquire by purchase lease exchange or otherwise and hold lands properties buildings and Estates in the United Kingdom of Great Britain and Northern Ireland or any other part of the British Empire or British Commonwealth of Nations for any estate or interest and any rights over or connected with any such lands properties buildings and Estates and any other property, whether real or personal, movable or immovable, and to purchase or otherwise acquire or create freehold and leasehold ground rents, and to grant leases and tenancies of, build upon, and otherwise derive income from the lands properties buildings estates and rights for the time being of the Company in such manner as may be thought fit.
 - (II) To carry on the business of an Investment Trust Company in all its branches and for that purpose to acquire and hold for investment property of every description, whether real or personal, movable or immovable, and shares or stock, debentures, debenture stock, bonds or other obligations of every kind and description and whether or not fully paid up with power to vary any investments.

¹ The Company was incorporated on 23rd December 1912 under the name "ALTO PARANA DEVELOPMENT COMPANY, LIMITED" and changed its name successively to "THE SCOTTISH AND MERCANTILE INVESTMENT COMPANY LIMITED", "THE SCOTTISH AND MERCANTILE INVESTMENT PLC", "SCOTTISH AND MERCANTILE INVESTMENT TRUST PLC" and "FINSBURY TRUST PLC" by Special Resolutions passed, respectively, on 30th November, 1951, 22nd February, 1982, 30th September, 1986 and 8th April, 1992.

- (III) To develop the resources of and turn to account the lands, forests, buildings and rights for the time being of the Company or in which the Company may be interested in such manner as the Company may think fit and in particular by felling, clearing, fencing, planting, irrigating, draining, building, cultivating, farming, grazing, mining, and by colonising and promoting immigration, establishing towns, villages and settlements.
- (IV) To carry on business as timber merchants, saw mill owners and timber growers in any part of the world, and to buy, sell, grow, prepare for market, treat, manipulate, import, export and deal in timber and wood of all kinds or any products or by-products thereof, and to manufacture and deal in articles of all kinds made wholly or partly of wood.
- (V) To construct or acquire, take concessions of, purchase or lease, hire, charter, maintain, improve, work and use, and dispose of, or aid in or subscribe towards the construction, maintenance, improvement and working of roads, ways, streets, drains, mines, railways, tramways, electric or other power works, telegraph and telephone lines (not being in the United Kingdom) and messenger services, ships, boats, tugs, lighters, systems of navigation, or other means of communication, transport or conveyance, and any railway stock, locomotives, engines, machinery, docks, warehouses, granaries, mills, factories, shops, stores, piers, harbours, ports, quays, landing stages, slips, stores, bridges, canals, viaducts, aqueducts, reservoirs, dams, gas, electric and waterworks and other works, buildings and structures of every description, and for the above purposes to enter into, apply for, accept and carry into effect such contracts, concessions, licences or authorisations as may be deemed necessary or advisable.
- (VI) To carry on the businesses of manufacturers, merchants, traders, exporters and importers of goods, merchandise and produce of every kind carriers of passengers and goods by land and sea, and shipowners, shipping, commissions and general agents, warehousemen, wharfingers, underwriters, paper and pulp makers, contractors and engineers, in all or any of their branches, or any other business, trade, undertaking, occupation, transaction or pursuit, whether manufacturing, commercial, industrial or otherwise (except only Assurance business of the classes enumerated in Section 1 of the Assurance Companies Act, 1907, which may be deemed necessary, advisable or advantageous to the Company.
- (VII) To purchase, or otherwise acquire, hold, hire, take on lease, or in exchange, possess, use, exercise, develop or dispose of any real or personal property, or any patent or exclusive or other rights, privileges, inventions, easements, concessions, designs, trade marks, trade names, licences, monopolies, copyrights, machinery, plant, instruments, materials and property of every kind and description, or any interest therein which may seem capable of being used for any purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company.
- (VIII) To lend money to such persons and bodies, with or without security, upon such terms as the Company may think fit, and to guarantee the performance of any contracts, covenants or obligations and to act as Trustees.
- (IX) To carry on the business of bankers and financial agents, and to act as agents for the

issue, service, or management of any loan or capital, trust or fund, or as agent for any English, colonial, foreign or other state, government, corporation, company, body, association or person.

- (X) To make, draw, accept, endorse, discount and execute promissory notes, bills of exchange and other negotiable instruments.
- (XI) To procure the Company to be registered in any foreign country or British colony, and, so far as may be lawful, to open and keep a foreign or colonial register in any foreign country or British colony, and to allocate any number of the shares of the Company to such register, and to do whatever may be necessary or expedient to procure the Company to be incorporated as a body politic or corporate or otherwise, and establish for the Company a legal domicile or representation in any part of the world, and to conform with the laws of any country where the Company may desire to carry on business, whether by registration, electing for such purpose a foreign domicile or otherwise, and by depositing money or otherwise to qualify the Company to obtain or work under any licence or concession.
- (XII) To enter into any arrangements with any Governments, officials or authorities, municipal, local or otherwise, whether British, foreign or colonial, that may seem conducive to the Company's objects or any of them, and to obtain from any Governments, officials, or authorities, any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (XIII) To amalgamate or enter into partnership or any arrangement for sharing profits with, promote, form, establish, register, obtain the reorganisation of, purchase or otherwise acquire, conduct, and carry on the business and goodwill or any interest in the same, of any corporation, company, society, partnership, or undertaking whatever, British, colonial or foreign.
- (XIV) To create and issue any mortgages, debentures, debenture stock, bonds, scrip, or obligations of the Company, either at par, premium or discount, and either redeemable, irredeemable, or perpetual, secured upon all or any part of the Company's undertaking, revenues and property, present and future, including its uncalled or unpaid capital, or otherwise, with such security or without security as the Company shall think fit, and to raise capital or borrow money by any means the Company may think fit.
- (XV) To guarantee the payment of money received by the Company or payable under or in respect of debentures, debenture stock, mortgages, bonds or other obligations, charges, contracts and securities of any corporation, partnership or person, British, foreign or colonial.
- (XVI) To lease, exchange, transfer, mortgage, pledge, sell, surrender, grant licenses in respect of, or dispose of absolutely, conditionally, or for any limited interest, all or any part of the property, undertaking or business, rights, concessions or privileges of the Company, and to accept as payment therefor, cash or shares, debentures, obligations, or any interest in the capital, revenues or profits of any corporation, company, society,

undertaking, partnership or person, and to divide the same in kind among the members or otherwise.

- (XVII) To purchase, take on lease or otherwise acquire, or obtain, or accept permission to use any land for the purposes of houses, schools and places of worship for the occupation and accommodation of the officers and servants of the Company, or of any Company in which the Company may be interested, their families and children, or for any colonists or squatters with such gardens, playgrounds and conveniences as maybe thought desirable, and to build, maintain, and manage such houses, schools, places of worship, gardens, playgrounds and conveniences, and to abandon and sell the same.
- (XVIII) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts, and arrangements calculated to benefit employees or ex-employees of the Company or of any Company in which the Company may be interested, or any colonists or squatters, or the dependants or connections of any such persons, and to grant pensions, gratuities, and allowances, and to make payments towards insurance, and to subscribe or make donations or gratuities to, or guarantee money for charitable, scientific, public or benevolent objects, or any other objects calculated to promote the interests of the Company.
- (XIX) To pay all the expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company, or of any other Company, promoted, formed, established or registered by the Company, and all commission, brokerage, discount, underwriting and other expenses lawfully payable which may be deemed expedient for taking, placing or underwriting all or any of the shares or debentures, or other obligations of the Company, or of any company so promoted, formed, established or registered by the Company, or in which the Company may be interested.
- (XX) From time to time to create new shares, with power to issue such new shares and any shares forming part of the original capital of the Company in different classes, and with any respective rights, preference, rank, guarantee, privilege or postponement over or to one another as shall be authorised, and at a premium, par or discount.
- (XXI)² To establish or maintain or join in any plan or scheme for encouraging or facilitating the regular or other investment in, the holding of, or the reinvestment of any dividends or interest declared or paid by the Company or any other company in the shares of the Company or any other company within such plan or scheme by, or for the benefit of, the shareholders, stockholders or debenture holders of the Company or other persons within such plan or scheme and to discharge or contribute towards the discharge of the costs, charges and expenses incurred in establishing or maintaining any such plan or scheme.
- (XXII) To allot the shares of the Company credited as fully or partly paid up as the whole or part of the purchase price for any business or for any shares or other property purchased by the Company, or in pursuance of any contract in connection with the Company's business or for any valuable consideration.

² Inserted by Special Resolution passed on 8th April 1992

(XXIII) Except where otherwise specifically provided to do all or any of the above things in any part of the world and either alone or in partnership or conjunction with any person or other association, and either as principals or agents, and to contract for the carrying on of any operation connected with the Company's business by any person or other association.

(XXIV) To do all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, and so that the word "Company" in this Memorandum, when applied otherwise than to this Company shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere.

(XXV) The objects specified in each of the paragraphs in this Memorandum shall be regarded as independent objects, and accordingly shall be in no wise limited or restricted (except when otherwise expressed in such paragraph) by reference to the objects indicated in any other paragraph or the name of the Company, but may be carried out in as full and ample a manner, and construed in as wide a sense, as if each of the said paragraphs defined the objects of a separate, distinct and independent Company.

5. The liability of the members is limited.

6. The Company shall not deal or trade in any properties or investments and any surplus arising on the realisation of any properties or investments shall be placed to the credit of a capital reserve fund and shall not be paid or transferred directly or indirectly by way of dividend bonus or otherwise to the Members.

7.³ The Share Capital of the Company is £1,500,000 divided into 300,000 Preference Shares of £1 each and 1,600,000 Ordinary Shares of 25p each and 3,200,000 'A' Ordinary Shares of 25p each, which shares shall have such rights, privileges, preference and priorities and shall rank for dividend in such order and form, and be subject to alteration as provided in the Articles of Association for the time being, and by the Companies Acts for the time being.

³ The capital of the Company has from time to time been reorganised and increased, and at the date of the reprinting of the Memorandum and Articles of Association (as at 8th April, 1992) it was £1,500,000 divided into 300,000 5¼ per cent Cumulative Preference shares of £1 each, 8,000,000 Ordinary shares of 5p each and 16,000,000 'A' non-voting Ordinary shares of 5p each.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Preference Shares taken by each Subscriber
ERNEST THOMAS WASHINGTON 100 Westmount Road, Eltham, Kent	One
Solicitor's Clerk	
JAMES ALFRED JOHN SCOTT 85 Moring Road, Upper Tooting, SW	One
Solicitor's Clerk	
JAMES WILLIAM FIELD 16 Lysias Road, Balham, SW	One
Solicitor's Clerk	
MARK BENABO 76 Median Road, Clapton, NE	One
Solicitor's Clerk	
JAMES WILLIAM WARD 14 Marney Road, Clapham Common, SW	One
Solicitor's Clerk	
WILLIAM HENRY FAY 77 Estcourt Road, Woodside, SE	One
Solicitor's Clerk	
JOSEPH WILLIAM PAGET 82 Bromley Street, Stepney, E	One
Solicitor's Clerk	

Dated the 21st day of December, 1912.

Witness to the above Signatures:-

ARTHUR BOOKER,
Clerk to Messrs. NORTON, ROSE, BARRINGTON & CO., Solicitors,
57½, Old Broad Street, EC

ARTICLES OF ASSOCIATION
of
FINSBURY TRUST PLC

(Adopted in substitution for and to the
exclusion of all existing Articles of
Association by Special Resolution
passed on 8th April 1992)

PART 1

SPECIAL PROVISIONS

SHARE CAPITAL

1. (A) The authorised share capital of the company at the date of adoption of this paragraph of this article is 1,500,000 divided into 300,000 5¼ per cent. cumulative preference shares of £1 each, 8 000,000 ordinary shares of 5p each and 16,000,000 'A' non-voting ordinary shares of 5p each.

(i) The 5¼ per cent. cumulative preference shares entitle the holders to the rights and privileges and subject them to the restrictions and provisions following:-

(a) The preference shares shall confer on the holders the right to be paid out of the profits of the company available for dividend and resolved to be distributed in respect of any financial year or other period for which the company's accounts are made up a fixed preferential dividend at the rate of 5.25% per annum (exclusive of tax credit) on the capital for the time being paid up thereon (such dividend to be cumulative as from and including the 1st day of April, 1952) and the right either in a winding up or on a reduction of capital to repayment of the capital paid up thereon, together with a sum equal to any arrears or deficiency of the said fixed cumulative dividend (whether earned or declared or not) calculated down to the date of repayment and together with a premium of 37½p per share, in priority to any payment to the holders of any other class of

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shares, but shall confer no further right to participate in the profits or assets of the company.

- (b) The holders of the preference shares shall have no right to receive notice of or to attend or vote at any general meeting of the company unless either (1) at the date of the notice convening the meeting the dividend on such shares or any part thereof is six months in arrear (for which purpose such dividend shall be deemed to be payable half-yearly on 31st March and 30th September in every year) or (2) the business of the meeting includes the consideration of a resolution for winding up or reducing the capital of the company or any resolution directly and adversely affecting any of the special rights and privileges attached to the preference shares.
- (c) No further share ranking either as to dividend or as to capital pari passu with the preference shares shall be created or issued except with the consent or sanction of the holders of the preference shares given in the manner hereinafter provided.
- (ii) The "A" non-voting ordinary shares shall not entitle the holders to receive notice of or to attend or vote, either in person or by proxy at any general meeting of the company, but in all other respects shall rank pari passu with the ordinary shares in the capital of the company.

BORROWING POWERS

(B) (i) Subject as hereinafter provided the board may exercise all the powers of the company to borrow money, and to mortgage or charge its undertaking, property and assets both present and future, and uncalled capital, and to issue debentures, and other securities, whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

(ii) The board shall restrict the borrowings of the company and exercise all voting and other rights or powers of control exercisable by the company in relation to its subsidiary companies so as to secure (as regards subsidiary companies so far as by such exercise they can secure) that the aggregate principal amount (including any premium payable on final repayment) for the time being remaining undischarged of all moneys borrowed by the group (exclusive of inter-group borrowings) shall not at any time without the previous sanction of an ordinary resolution exceed a sum equal to three and one half times the adjusted total of the share capital and consolidated reserves, PROVIDED THAT no such sanction shall be required to the borrowing or securing the repayment of any sum or sums of money intended to be applied and actually applied within six months of the date of borrowing in the repayment (with or without premium) of any moneys then already borrowed or secured and then outstanding notwithstanding that the same may result in such limit being temporarily exceeded.

- (iii) (a) "The group" means the company and its subsidiaries;
- (b) "The adjusted total of the share capital and consolidated

"reserves" means the aggregate of (a) the amount paid up on the issued share capital of the company and (b) the amounts standing to the credit of the consolidated capital and revenue reserves of the company and its subsidiaries (including any share premium account and capital redemption reserve plus or minus the credit or debit balance as the case may be of the consolidated profit and loss account) all as shown in the then latest audited consolidated balance sheet of the company and its subsidiaries but:-

- (1) adjusted as may be appropriate to reflect any variation since the date of that balance sheet in the amount of such paid up share capital or consolidated capital reserves, including (a) any alteration thereto resulting from any company becoming or ceasing to be a subsidiary since the date of the latest balance sheet of the company and its subsidiaries and (b) any alteration thereto which would result from any transaction contemplated at the time when the adjusted total of the share capital and consolidated reserves is being computed or from any transaction carried out contemporaneously therewith;
- (2) after deducting therefrom any amounts attributable to goodwill (other than goodwill arising on consolidation);
- (3) after excluding therefrom any sums set aside for taxation and amounts attributable to minority interests in subsidiaries;
- (4) after making such other adjustments (if any) as the auditors consider appropriate.

(iv) For the purpose of this Article the nominal amount of any share capital and the principal amount of any borrowed moneys or debentures guaranteed, and the nominal amount of any debentures issued by the company or any subsidiary, together in each case with any premium payable on redemption or repayment, shall (if not otherwise taken into account) be deemed to be moneys borrowed.

(v) For the purposes of this Article borrowings incurred by any member of the group for the purpose of financing any contract in respect of which any part of the price receivable under the contract by that or any other member of the group is guaranteed or insured by the Export Credits Guarantee Department or by any other governmental department or agency fulfilling a similar function, up to an amount equal to that part of the price receivable under the contract which is so guaranteed or insured nor temporary debit balances with the company's bankers or shown in the company's own books of account arising solely by virtue of delay in clearing funds not exceeding 10 days shall not be deemed to be or represent moneys borrowed.

(vi) Nevertheless no lender or other person dealing with the company shall be concerned to see or inquire whether this limit is observed. No debt incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice

to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or would thereby be exceeded.

(vii) Borrowed moneys of the company or any one or more of its subsidiaries expressed in or calculated by reference to a currency other than sterling shall be translated into sterling by reference to the rate of exchange used for the conversion of such currency in the latest audited balance sheet of the relevant member of the group or, if the relevant currency was not thereby involved, by reference to the rate of exchange or approximate rate of exchange ruling on such date and determined on such basis as the auditors may determine or approve.

VOTES OF MEMBERS

(C) Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member who is present in person at a general meeting of the company shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every £1 nominal amount of share capital of which he is the holder or to which he is entitled pursuant to Article 42.

NUMBER OF DIRECTORS

(D) Unless and until otherwise determined by the company in general meeting the directors shall be not less than three nor more than ten in number.

DIRECTORS' FEES

(E) Each of the directors shall be paid a fee at such a rate as may from time to time be determined by the board provided that the aggregate of all such fees so paid to directors (excluding amounts payable under any other Article or under any other paragraph of this Article) shall not exceed £50,000 per annum or such higher amount as may from time to time be determined by ordinary resolution of the company.

AGE OF DIRECTORS

(F) No person shall be disqualified from being appointed a director, and no director shall be required to vacate that office, by reason only of the fact that he has attained the age of seventy years or any other age nor shall it be necessary by reason of his age to give special notice under the Companies Acts of any resolution. Where the board convenes any general meeting of the company at which (to the knowledge of the board) a director will be proposed for appointment or reappointment who at the date for which the meeting is convened will have attained the age of seventy years or more, the board shall give notice of his age in years in the notice convening the meeting or in any document accompanying the notice, but the accidental omission to do so shall not invalidate any proceedings, or any appointment or reappointment of that director, at that meeting.

ROTATION OF DIRECTORS

(G) The board may from time to time appoint one or more of its body to an executive office (including that of managing director, manager or any other salaried office) for

such term as it thinks fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment, and a director so appointed shall not, while holding that office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of directors, but his appointment shall be subject to determination ipso facto if he ceases from any cause to be a director.

UNTRACED SHAREHOLDERS

(H) The company may sell any shares in the company on behalf of the holder of, or person entitled by transmission to, the shares by instructing a member of The Stock Exchange to sell them in accordance with the best practice then obtaining if:-

(i) the shares have been in issue throughout the qualifying period and at least three cash dividends have become payable on the shares during the qualifying period,

(ii) no cash dividend payable on the shares has either been claimed by presentation to the paying bank of the relative cheque or warrant or been satisfied by the transfer of funds to a bank account designated by the holder of, or person entitled by transmission to, the shares at any time during the relevant period,

(iii) so far as any director of the company at the end of the relevant period is then aware, the company has not at any time during the relevant period received any communication from the holder of, or person entitled by transmission to, the shares,

(iv) the company has caused two advertisements to be published, one in a daily newspaper with a national circulation and the other in a newspaper circulating in the area of the address of the holder of, or person entitled by transmission to, the shares shown in the register, giving notice of its intention to sell the shares and a period of three months has elapsed from the date of publication of the advertisements or of the last of the two advertisements to be published if they are published on different dates, and

(v) the company has given notice to the Quotations Department of The Stock Exchange of its intention to make the sale.

For the purpose of this paragraph of this article:

"the qualifying period" means the period of twelve years immediately preceding the date of publication of the advertisements referred to in sub-paragraph (iv) above or of the first of the two advertisements to be published if they are published on different dates; and

"the relevant period" means the period beginning at the commencement of the qualifying period and ending on the date when all the requirements of sub-paragraphs (i) to (v) above have been satisfied.

If, after the publication of either or both of the advertisements referred to in sub-paragraph (iv) above but before the company has become entitled to sell the shares pursuant to this paragraph of this article, the requirements of sub-paragraph (ii) or (iii) above cease to be

satisfied, the company may nevertheless sell those shares after the requirements of sub-paragraphs (i) to (v) above have been satisfied afresh in relation to them.

If during any relevant period further shares have been issued in right of those held at the beginning of that relevant period or of any previously so issued during that relevant period and all the requirements of sub-paragraphs (ii) to (v) above have been satisfied in regard to the further shares, the company may also sell the further shares.

To give effect to any sale of shares pursuant to this paragraph of this article the board may authorise some person to transfer the shares in question and an instrument of transfer executed by that person shall be as effective as if it had been executed by the holder of, or person entitled by transmission to, the shares. The purchaser shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of sale shall belong to the company and, upon their receipt, the company shall become indebted to the former holder of, or person entitled by transmission to, the shares for an amount equal to the net proceeds. No trust shall be created in respect of the debt and no interest shall be payable in respect of it and the company shall not be required to account for any moneys earned from the net proceeds which may be employed in the business of the company or as it thinks fit.

(I) The company may cease to send any cheque or warrant through the post for any dividend payable on any shares in the company which is normally paid in that manner on those shares if in respect of at least two consecutive dividends payable on those shares the cheques or warrants have been returned undelivered or remain uncashed but, subject to the provisions of these articles, shall recommence sending cheques or warrants in respect of those shares if the holder or person entitled by transmission claims the arrears of dividend and does not instruct the company to pay future dividends in some other way.

PURCHASE OF OWN SHARES

(J) Subject to the provisions of the Companies Acts, the company may purchase all or any of its shares of any class, including any redeemable shares. Every contract for the purchase of, or under which the company may become entitled or obliged to purchase, shares in the company shall be authorised by such resolution of the company as may be required by the Companies Acts and by an extraordinary resolution passed at a separate general meeting of the holders of any shares which at the date on which the contract is authorised by the company in general meeting entitle them, either immediately or at any time later on, to convert all or any of the shares of that class held by them into equity share capital of the company. Neither the company nor the board shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Notwithstanding anything to the contrary contained in these articles, the rights attached to any class of shares shall be deemed not to be varied by anything done by the company pursuant to this paragraph of this article.

PART 2

GENERAL PROVISIONS

EXCLUSION OF TABLE A

2. No regulations set out in any statute, or in any statutory instrument made under any statute, concerning companies shall apply as regulations or articles of the company.

INTERPRETATION

3. In these articles unless the context otherwise requires:-

"these articles" means these articles of association as altered from time to time by special resolution and the expression "this article" shall be construed accordingly;

"the auditors" means the auditors for the time being of the company or, in the case of joint auditors, any one of them;

"the board" means the board of directors of the company or the directors present at a meeting of the directors at which a quorum is present;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is served or deemed to be served and the day for which it is given or which it is to take effect;

"the Companies Acts" means every statute from time to time in force concerning companies in so far as the same applies to the company;

"the holder" in relation to any shares means the member whose name is entered in the register as the holder of those shares;

"member" means a member of the company;

"the office" means the registered office of the company;

"paid up" means paid up or credited as paid up;

"person entitled by transmission" means a person whose entitlement to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law has been noted in the register;

"the register" means the register of members of the company;

"seal" means the common seal of the company or any official seal that the company may be permitted to have under the Companies Acts;

"the secretary" means the secretary, or (if there are joint secretaries) any one of the joint secretaries, of the company and includes an assistant or deputy secretary and any person appointed by the board to perform any of the duties of the secretary;

"share warrant" means a share warrant issued pursuant to article 42;

"United Kingdom" means Great Britain and Northern Ireland;

references to a document being executed include references to its being executed under hand or under seal or by any other method;

references to writing include references to any method of representing or reproducing words in a legible and non-transitory form;

words or expressions to which a particular meaning is given by the Companies Acts in force when these articles or any part of these articles are adopted bear the same meaning in these articles or that part (as the case may be) save that the word "company" shall include any body corporate; and

references to a meeting shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

In the event of any conflict between part 1 and part 2 of these articles, part 1 shall prevail.

FORM OF RESOLUTION

4. Where for any purpose an ordinary resolution of the company is required, a special or extraordinary resolution shall also be effective and where for any purpose an extraordinary resolution is required a special resolution shall also be effective.

SHARE RIGHTS

5. Subject to the provisions of the Companies Acts and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the board may decide.

6. Subject to the provisions of the Companies Acts and to any rights conferred on the holders of any other shares, any share may be issued which is to be redeemed, or is to be liable to be redeemed at the option of the company or the holder, on such terms and in such manner as may be provided by these articles.

VARIATION OF RIGHTS

7. Subject to the provisions of the Companies Acts, all or any of the rights and privileges for the time being attached to any class of shares for the time being issued may from time to time (whether or not the company is being wound up) be altered or abrogated with the consent

in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of such shares. To any such separate general meeting all the provisions of these presents as to general meetings of the company shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every £1 nominal amount of such share capital held by him, and that if at any adjourned meeting of such holders a quorum as above defined be not present those of such holders who are present shall be a quorum.

8. Subject as hereinbefore provided in regard to the 7.5 cumulative preference shares the rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be altered by the creation or issue of further shares ranking pari passu therewith.

SHARES

9. Subject to the provisions of the Companies Acts and these articles, the unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the board which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms as the board may decide.

10. The company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Companies Acts.

11. Except as ordered by a court of competent jurisdiction or as required by law, no person shall be recognised by the company as holding any share upon any trust and the company shall not be bound by or required in any way to recognise (even when having notice of it) any interest in any share other than an absolute right to the whole of the share in the registered holder or, in the case of a share warrant, in the bearer of the share warrant for the time being.

CERTIFICATES

12. Every person (except a stock exchange nominee in respect of whom the company is not by law required to complete and have ready for delivery a certificate) whose name is entered in the register as a holder of any shares shall be entitled, without payment, to receive within two months after allotment or lodgment of a transfer to him of the shares (or within such other period as the terms of issue shall provide) one certificate for all the shares of any one class or several certificates each for one or more of the shares of the class in question upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the board may from time to time decide. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all. A member (except such a nominee) who has transferred some of the shares comprised in his holding shall be entitled to a certificate for the balance without charge.

13. If a share certificate is defaced, worn out, lost or destroyed, it may be replaced without fee but on such terms (if any) as to evidence and indemnity and to payment of any exceptional

out-of-pocket expenses of the company in investigating the evidence and preparing the indemnity as the board may decide and, where it is defaced or worn out, after delivery of the old certificate to the company.

14. All forms of certificate (including share warrants) for share or loan capital or other securities of the company (other than letters of allotment, scrip certificates and other like documents) shall be issued under a seal and shall specify the number and class of the shares to which it relates and the amount or respective amounts paid up on the shares. The board may by resolution decide, either generally or in any particular case or cases, that any signatures on any share certificates need not be autographic but may be applied to the certificates by some mechanical means or may be printed on them or that the certificates need not be signed by any person.

LIEN

15. The company shall have a first and paramount lien on every share (not being a fully paid share) for all amounts payable to the company (whether presently or not) in respect of that share. The company's lien on a share shall extend to all distributions and other amounts payable in respect of it. The board may at any time either generally or in any particular case waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of this article.

16. The company may sell, in such manner as the board may decide, any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been served on the holder of the shares, demanding payment and stating that if the notice is not complied with the shares may be sold.

17. The net proceeds, after payment of the costs, of the sale by the company of any shares on which it has a lien shall be applied in or towards payment or discharge of the debt or liability in respect of which the lien exists so far as it is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the company, for cancellation of the certificate for the shares sold) be paid to the holder immediately before the sale. For giving effect to the sale the board may authorise some person to transfer the shares sold to or in accordance with the directions of the purchaser. The transferee shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

CALLS ON SHARES

18. The board may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal amount of the shares or by way of premium) and not payable on a date fixed by or in accordance with the terms of issue, and each member shall (subject to the company serving upon him at least fourteen clear days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or

postponed as the board may decide. A person upon whom a call is made shall remain liable for the call notwithstanding the subsequent transfer of the shares in respect of which the call was made.

19. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the board authorising the call was passed.

20. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of the share.

21. If a sum called in respect of a share shall not be paid before or on the day appointed for payment, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment to the time of actual payment at such rate, not exceeding 15 per cent. per annum, as the board may decide, but the board shall be at liberty to waive payment of the interest wholly or in part.

22. Any sum which becomes payable on allotment or on any other date fixed by or in accordance with the terms of issue, whether on account of the nominal amount of the share or by way of premium, shall be deemed to be a call made, notified and payable on the date on which, by the terms of issue, it becomes payable and, in case of non-payment, all the relevant provisions of these articles as to payment of interest, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call properly made and notified.

23. The board may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the times of payment.

24. The board may, if it thinks fit, receive from any member who is willing to advance them all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until they would, but for the advance, become presently payable) pay interest at such rate, not exceeding (unless the company by ordinary resolution shall otherwise direct) 15 per cent. per annum, as the board may decide.

FORFEITURE OF SHARES

25. If an instalment of a call remains unpaid on any share after the day appointed for payment, the board may at any time serve a notice on the holder requiring payment of so much of the instalment as is unpaid, together with any interest which may have accrued.

26. The board may name a further day (not being less than fourteen clear days from the date of the notice) before which, and the place where, the payment required by the notice is to be made. That in the event of non-payment on or before the day and at the place appointed, the share in respect of which the call was made or instalment is payable will be liable to be forfeited. The board may accept the surrender of any share liable to be forfeited and, in that event, references in these articles to forfeiture shall include surrender.

27. If the requirements of the notice are not complied with, any share in respect of which it was given may, at any time before payment of all calls or instalments and interest due in respect of it has been made, be forfeited by a resolution of the board to that effect and the

forfeiture shall include all dividends declared and other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

28. When any share has been forfeited, notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share but no forfeiture shall be invalidated by any omission or neglect to give the notice.

29. Until cancelled in accordance with the requirements of the Companies Acts, a forfeited share shall be deemed to be the property of the company and may be sold, re-allotted or otherwise disposed of either to the person who was, before forfeiture, the holder or to any other person upon such terms and in such manner as the board shall decide, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled by the board on such terms as the board may decide.

30. A person whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the forfeited shares but shall remain liable to pay to the company all moneys which at the date of the forfeiture were payable by him to the company in respect of those shares with interest thereon at the rate of 15 per cent. per annum (or such lower rate as the board may decide) from the date of forfeiture until payment, and the company may enforce payment without being under any obligation to make any allowance for the value of the shares forfeited or for any consideration received on their disposal.

31. A statutory declaration that the declarant is a director of the company or the secretary and that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share. The company may receive the consideration (if any) given for the share on its sale, re-allotment or disposition and the board may authorise some person to transfer the share to the person to whom it is sold, re-allotted or disposed of and, if the share is in registered form, he shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings relating to the forfeiture, sale, re-allotment or disposal.

TRANSFER OF SHARES

32. Subject to such of the restrictions of these articles as may be applicable, any member may transfer all or any of his shares by an instrument of transfer in any usual form or in any other manner (whether or not by written instrument) which the board may approve.

33. (1) Any written instrument of transfer of a share shall be executed by or on behalf of the transferor and (in the case of a partly paid share) the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect of it. All instruments of transfer, when registered, may be retained by the company.

(2) The shares included in any share warrant shall be transferred by the delivery of the share warrant without any written transfer and without registration.

34. The board may, in its absolute discretion and without giving any reason for so doing, decline to register any transfer of any share which is not a fully paid share.

35. The board may also decline to register any transfer unless:-

- (a) any written instrument of transfer, duly stamped, is lodged with the company accompanied by the certificate for the shares to which it relates and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer,
- (b) any instrument of transfer is in respect of only one class of share, and
- (c) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four.

36. If the board declines to register a transfer it shall, within two months or such other period (if any) as may be prescribed by the Companies Acts after the date on which the instrument of transfer was lodged, send to the transferee notice of the refusal.

37. No fee shall be charged by the company for registering any transfer or other document relating to or affecting the title to any share or for making any other entry in the register.

TRANSMISSION OF SHARES

38. If a member dies, the survivor or survivors, where he was a joint holder, and his personal representatives, where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his shares; but nothing contained in these articles shall release the estate of a deceased holder from any liability in respect of any share held by him solely or jointly with other persons.

39. Where the entitlement of a person to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law is proved to the satisfaction of the board, the board shall within two months after proof cause the entitlement of that person to be noted in the register.

40. Any person entitled by transmission to a share may, subject as provided elsewhere in these articles, elect either to become the holder of the share or to have some person nominated by him registered as the holder. If he elects to be registered himself, he shall give notice to the company to that effect. If he elects to have another person registered, he shall execute an instrument of transfer of the share in favour of that person. All the provisions of these articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if the death or bankruptcy of the member or other event giving rise to the transmission had not occurred and the notice or instrument of transfer was an instrument of transfer executed by the member.

41. Where a person becomes entitled by transmission to a share, the rights of the holder in relation to that share shall cease, but the person entitled by transmission to the share may give a good discharge for any dividends or other moneys payable in respect of it and shall have the same rights in relation to the share as he would have had if he were the holder of it save that,

until he becomes the holder, he shall not be entitled in respect of the share to attend or vote at any general meeting of the company or at any separate general meeting of the holders of any class of shares in the company. The board may at any time give notice requiring the person to elect either to be registered himself or to transfer the share and if the notice is not complied with within sixty days the board may withhold payment of all dividends and other moneys payable in respect of the share until the requirements of the notice have been complied with.

SHARE WARRANTS

42. (1) The company may, on the request of any holder of fully paid shares or stock, issue under seal or in such other manner as the board may authorise warrants (hereinafter called "share warrants") stating that the bearer of such share warrant is entitled to the stock or shares therein specified and may provide by coupons or otherwise for the payment of future dividends on the shares or stock included in such share warrant.

(2) The bearer of a share warrant shall (save where otherwise specifically provided in these articles or in any regulations drawn up by the board pursuant to article 43) be deemed to be a member and shall be entitled to the same rights and privileges as he would have had if his name had been included in the register as the holder of the shares specified in the share warrant.

(3) Articles 1(H), 38, 39, 40, 41, 115, 127, 128, 129 and 130 shall not apply to bearers of share warrants.

43. Before the issue of any share warrant the board shall draw up and enter in the minute book the regulations and conditions under and upon which such share warrant is issued, and in particular the conditions upon which a share warrant or coupon lost, worn out or destroyed will be renewed or replaced by a fresh share warrant and upon which a share warrant will be cancelled, and the name of the bearer entered upon the register as a member of the company in respect of shares or stock included in the share warrant to be cancelled, and such regulations shall be printed on the back of every share warrant.

44. The regulations relating to share warrants to be drawn up by the board:-

- (A) may prescribe and limit the manner in which a bearer of a share warrant shall be entitled to vote at any meeting of the company; and
- (B) shall provide that no new share warrant will be issued to replace a share warrant which has been lost unless the board is satisfied beyond reasonable doubt that the original share warrant has been destroyed.

ALTERATION OF SHARE CAPITAL

45. The company may from time to time by ordinary resolution:-

- (a) increase its share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;

- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subject to the provisions of the Companies Acts, sub-divide its shares or any of them into shares of smaller amount than is fixed by its memorandum of association and so that the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage or be subject to any restriction as compared with the others; and
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

46. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the board may deal with the fractions as it thinks fit and in particular may sell the shares representing the fractions to any person (including, subject to the provisions of the Companies Acts, the company) and distribute the net proceeds of sale in due proportion among those members and the board may authorise some person to transfer or deliver the shares to, or in accordance with the directions of, the purchaser. The person to whom any shares are transferred or delivered shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any irregularity in, or invalidity of, the proceedings relating to the sale.

47. Subject to the provisions of the Companies Acts, the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

GENERAL MEETINGS

48. Any general meeting of the company other than an annual general meeting shall be called an extraordinary general meeting.

49. The board shall convene and the company shall hold general meetings as annual general meetings in accordance with the requirements of the Companies Acts.

50. The board may convene an extraordinary general meeting whenever it thinks fit and, upon receipt of a requisition of members pursuant to the provisions of the Companies Acts, shall forthwith proceed to do so for a date not later than is required under the Companies Acts.

NOTICE OF GENERAL MEETINGS

51. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by not less than twenty-one clear days' notice in writing. All other extraordinary general meetings shall be called by not less than fourteen clear days' notice in writing. The notice shall specify the place, day and time of the meeting, and the general nature of the business to be transacted. Notice of every general meeting shall be given to all members other than those of whose address the company is unaware or any who, under the provisions of these articles or the terms

of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them.

Notwithstanding that a meeting of the company is called by shorter notice than that specified in this article, it shall be deemed to have been properly called if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

52. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send an instrument of proxy to, or the non-receipt of either or both by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

53. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a chairman which shall not be treated as part of the business of the meeting. Save as otherwise provided by these articles, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes.

54. If within five minutes (or such longer time not exceeding one hour as the chairman of the meeting may decide to wait) after the time appointed for the commencement of the meeting a quorum is not present, the meeting shall stand adjourned to such other day (not being less than fourteen nor more than twenty-eight days later) and at such other time or place as the chairman of the meeting may decide and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. The company shall give not less than seven clear days' notice in writing of any meeting adjourned through want of a quorum and the notice shall state that one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum.

55. The chairman (if any) of the board or, in his absence, a deputy chairman (if any) shall preside as chairman at every general meeting. If there is no chairman or deputy chairman, or if at any meeting neither the chairman nor any deputy chairman is present within five minutes after the time appointed for the commencement of the meeting, or if neither the chairman nor any deputy chairman is willing to act as chairman, the directors present shall choose one of their number to act, or if one director only is present he shall preside as chairman if willing to act. If no director is present, or if each of the directors present declines to take the chair, the persons present and entitled to vote shall appoint one of their number to be chairman.

56. Each director shall be entitled to attend and speak at any general meeting of the company and at any separate general meeting of the holders of any class of shares in the

company.

57. The chairman of any meeting at which a quorum is present may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for three months or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

58. Save as expressly provided by these articles, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING

59. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is properly demanded. Subject to the Companies Acts, a poll may be demanded by:-

- (a) the chairman of the meeting, or
- (b) at least three members present in person or by proxy and entitled to vote, or
- (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting, or
- (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

60. If a poll is properly demanded it shall be taken in such manner as the chairman shall direct and he may appoint scrutineers who need not be members. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

61. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or on such date (being not later than thirty days after the date of the demand) and at such time and place as the chairman shall direct. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll.

62. The demand for a poll shall not prevent the continuance of a meeting for the transaction

of any business other than the question on which the poll was demanded, and it may be withdrawn with the consent of the chairman at any time before the close of the meeting or the taking of the poll, whichever is the earlier, and in that event shall not invalidate the result of a show of hands declared before the demand was made.

63. On a poll votes may be given either personally or by proxy.

64. In the case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to an additional or casting vote.

65. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

66. A member in respect of whom an order has been made by any competent court or official on the ground that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs may vote, whether on a show of hands or on a poll, by any person authorised in such circumstances to do so on his behalf and that person may vote on a poll by proxy. Evidence to the satisfaction of the board of the authority of the person claiming to exercise the right to vote shall be delivered at the office (or at such other place as may be specified in accordance with these articles for the delivery of instruments appointing a proxy) not later than the last time at which an instrument of proxy could be so delivered in order to be valid.

67. No member shall, unless the board otherwise decides, be entitled to vote at any general meeting of the company or at any separate general meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

68. (A) Where any registered holder of or bearer of a share warrant for any shares in the company or any named person in respect of any shares in the company fails to comply within the prescribed period with any notice (in this article called a "statutory notice") given by the board in its absolute discretion under the Companies Acts requiring him to give particulars of any interest in any such shares, the company may give the registered holder of such shares or bearer of such share warrant a notice (in this article called a "disenfranchisement notice") stating or to the effect that such shares shall from the service of such disenfranchisement notice confer on such registered holder or such bearer of a share warrant no right to attend or vote at any general meeting of the company or at any separate general meeting of the holders of the shares of that class or to exercise any other right conferred by membership in relation to any such meeting until the statutory notice has been complied with and such shares shall confer no right to attend or vote or to exercise any other right conferred by membership in relation to any such meeting accordingly.

(B) Where the shares subject to any disenfranchisement notice represent at least 0.25 per cent of the class of share concerned then the disenfranchisement notice may additionally direct that:

- (a) any dividend or other money which would otherwise be payable on such shares shall be retained by the company without any liability to pay interest thereon when such money is finally paid to the person entitled thereto; and/or
- (b) no transfer of such shares shall be registered unless the transfer is of part only of the member's holding and when presented for registration is accompanied by a certificate by the member to the effect that after due and careful enquiry the member is satisfied that no person in default as regards supplying such information is interested in any of the shares the subject of the transfer.
- (C) For the purposes of this article
 - (a) references to the service or giving of any notice shall include the giving of notices by advertisement or otherwise to bearers of share warrants in accordance with the regulations endorsed thereon; and
 - (b) a "named person" means a person named as having an interest in the shares concerned in any response to any statutory notice served on the registered holder or bearer of a share warrant in relation to such shares or on a person previously so named.

(D) The prescribed period in respect of any particular member is 28 days from the date of service of the statutory notice except where the shares to which the statutory notice relates represent at least 0.25 per cent of the class of shares concerned in which case the prescribed period shall be reduced to 14 days.

(E) A disenfranchisement notice may be cancelled by the board at any time and shall automatically cease to have effect in respect of any share transferred:

- (a) to an offeror by way or in pursuance of acceptance of a takeover offer (as defined in section 14 of the Company Securities (Insider Dealing) Act 1985) for the company; or
- (b) in circumstances where the board is satisfied that the transfer is made pursuant to a sale of the whole beneficial ownership of the shares to a party unconnected with the transferor and other persons appearing to be interested in such shares; or
- (c) where the transfer results from a sale made through a recognised investment exchange (as defined in the Financial Services Act 1986) or any stock exchange outside the United Kingdom on which the company's shares are normally traded upon registration of the relevant transfer.

69. If:-

- (a) any objection shall be raised to the qualification of any voter or
- (b) any votes have been counted which ought not to have been counted or which

might have been rejected or

- (c) any votes are not counted which ought to have been counted,

the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless it is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be conclusive.

PROXIES

70. An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it.

71. The instrument appointing a proxy and (if required by the board) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the board, may be delivered to the office (or to such other place in the United Kingdom as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any accompanying document) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and an instrument of proxy which is not so delivered shall be invalid. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share: if the company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share.

72. No instrument appointing a proxy shall be valid after twelve months have elapsed from the date named in it as the date of its execution. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.

73. Instruments of proxy shall be in any usual form or in such other form as the board may approve and the board may, if it thinks fit, but subject to the provisions of the Companies Acts, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in it, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

74. A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the

person voting or demanding a poll, unless notice in writing of the determination was received by the company at the office (or such other place in the United Kingdom as was specified for the delivery of instruments of proxy in the notice convening the meeting or other accompanying document) one hour at least before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

75. Subject to the provisions of these articles, the company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these articles.

76. Without prejudice to the power of the company in general meeting pursuant to any of the provisions of these articles to appoint any person to be a director, the board may appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting but shall not be taken into account in determining the directors or the number of directors who are to retire by rotation at that meeting.

77. At every annual general meeting one-third of the directors who are subject to retirement by rotation or, if their number is not three or any multiple of three, then the number nearest to one-third shall retire from office but, if there is only one director who is subject to retirement by rotation, he shall retire.

78. Subject to the provisions of the Companies Acts and of these articles, the directors to retire by rotation on each occasion shall be those who have been longest in office since their last appointment or reappointment but, as between persons who became or were last reappointed directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the board at the date of the notice convening the annual general meeting and no director shall be required to retire or be relieved from retiring by reason of any change in the number or identity of the directors after the date of the notice but before the close of the meeting.

79. Subject to the provisions of these articles, the company at the meeting at which a director retires by rotation may fill the vacated office and in default the retiring director shall, if willing to continue to act, be deemed to have been reappointed, unless at such meeting it is expressly resolved not to fill the vacated office or unless a resolution for the reappointment of that director has been put to the meeting and lost.

80. In addition to any power of removal conferred by the Companies Acts, the company may by special resolution remove any director before the expiration of his period of office and may (subject to these articles) by ordinary resolution appoint another person who is willing to

act to be a director in his place. Any person so appointed shall be treated, for the purpose of determining the time at which he or any other director is to retire, as if he had become a director on the day on which the person in whose place he is appointed was last appointed or reappointed a director.

81. No person other than a director retiring at the meeting (whether by rotation or otherwise) shall be appointed or reappointed a director at any general meeting unless

- (a) he is recommended by the board or
- (b) not less than six nor more than thirty-five clear days before the day appointed for the meeting, notice executed by a member qualified to vote at the meeting (not being the person to be proposed) has been given to the secretary of the intention to propose that person for appointment or reappointment together with notice executed by that person of his willingness to be appointed or reappointed.

82. A director who retires (whether by rotation or otherwise) at an annual general meeting may, if willing to continue to act, be reappointed. If he is not reappointed or deemed to be reappointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

DISQUALIFICATION OF DIRECTORS

83. (1) Without prejudice to the provisions for retirement by rotation or otherwise contained in these articles, the office of a director shall be vacated if:-

- (a) he resigns his office by notice in writing delivered to the office or tendered at a meeting of the board, or
- (b) he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the board resolves that his office is vacated, or
- (c) he is absent without the permission of the board from meetings of the board (whether or not an alternate director appointed by him attends) for twelve consecutive months and the board resolves that his office is vacated, or
- (d) he becomes bankrupt or compounds with his creditors generally, or
- (e) he is prohibited by law from being a director, or
- (f) he ceases to be a director by virtue of the Companies Acts or is removed from office pursuant to these articles.

(2) Without prejudice to any of the provisions for disqualification of directors or for the retirement by rotation hereinbefore contained, the office of a director shall be vacated if he is a director whose employment or executive office with the Company has been revoked or terminated by notice in writing delivered to the office or tendered at a meeting of the board his

resignation is requested by all of the other directors and all of the other directors are not less than three in number.

ALTERNATE DIRECTORS

84. (A) Each director shall have the power to appoint any person to be his alternate and may at his discretion remove an alternate director so appointed. If the alternate director is not already a director, the appointment, unless previously approved by the board, shall have effect only upon and subject to its being so approved. Any appointment or removal of an alternate director shall be effected by notice in writing executed by the appointor and delivered to the office or tendered at a meeting of the board, or in any other manner approved by the board. If his appointor so requests, an alternate director shall be entitled to receive notice of all meetings of the board or of committees of the board of which his appointor is a member. He shall also be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present and at the meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at the meeting the provisions of these articles shall apply as if he were a director.

(B) Every person acting as an alternate director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the provisions of these articles relating to directors and shall alone be responsible to the company for his acts and defaults and shall not be deemed to be the agent of or for the director appointing him. An alternate director may be paid expenses and shall be entitled to be indemnified by the company to the same extent *mutatis mutandis* as if he were a director but shall not be entitled to receive from the company any fee in his capacity as an alternate director.

(C) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director. Execution by an alternate director of any resolution in writing of the board or a committee of the board shall, unless the notice of his appointment provides to the contrary, be as effective as execution by his appointor.

(D) An alternate director shall *ipso facto* cease to be an alternate director if his appointor ceases for any reason to be a director except that, if at any meeting any director retires by rotation or otherwise but is reappointed or deemed to be reappointed at the same meeting, any appointment made by him pursuant to this article which was in force immediately before his retirement shall remain in force as though he had not retired.

EXECUTIVE DIRECTORS

85. The board may from time to time appoint one or more of its body to hold any employment or executive office with the company, (including that of a managing director) for such period (subject to the provisions of the Companies Acts) and upon such other terms as the board may decide and may revoke or terminate any appointment so made. Any revocation or termination of the appointment shall be without prejudice to any claim for damages that the director may have against the company or the company may have against the director for any breach of any contract of service between him and the company which may be involved in the revocation or termination. A director so appointed shall receive such remuneration (whether

by way of salary, commission, participation in profits or otherwise) as the board may decide, and either in addition to or in lieu of his remuneration as a director.

ADDITIONAL REMUNERATION AND EXPENSES

86. Any director who, by request, goes or resides abroad for any purposes of the company or who performs services which in the opinion of the board go beyond the ordinary duties of a director may be paid such extra remuneration (whether by way of salary, commission, participation in profits or otherwise) as the board may determine in addition to any remuneration provided for by or pursuant to any other article.

87. Each director may be paid his reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the board or committees of the board or general meetings of the company or any other meeting which as a director he is entitled to attend and shall be paid all expenses properly and reasonably incurred by him in the conduct of the company's business or in the discharge of his duties as a director.

DIRECTORS' INTERESTS

88. (A) Subject to the provisions of the Companies Acts and of paragraph (J) of this article, no director or proposed or intending director shall be disqualified by his office from contracting with the company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any contract in which any director is in any way interested be liable to be avoided, nor shall any director who is so interested be liable to account to the company or the members for any remuneration, profit or other benefit realised by the contract by reason of the director holding that office or of the fiduciary relationship thereby established.

(B) A director may hold any other office or place of profit with the company, (except that of auditor) in conjunction with his office of director for such period (subject to the provisions of the Companies Acts) and upon such other terms as the board may decide, and may be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the board may decide, and either in addition to or in lieu of any remuneration provided for by or pursuant to any other article.

(C) A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested or as regards which it has any power of appointment, and shall not be liable to account to the company or the members for any remuneration, profit or other benefit received by him as a director or officer of or from his interest in the other company. The board may also cause any voting power conferred by the shares in any other company held or owned by the company or any power of appointment to be exercised in such manner in all respects as it thinks fit, including the exercise of the voting power or power of appointment in favour of the appointment of the directors or any of them as directors or officers of the other company, or in favour of the payment of remuneration to the directors or officers of the other company.

(D) A director may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for

professional services as if he were not a director.

(E) A director shall not vote on or be counted in the quorum in relation to any resolution of the board concerning his own appointment, or the settlement or variation of the terms or the termination of his own appointment, as the holder of any office or place of profit with the company or any other company in which the company is interested but, where proposals are under consideration concerning the appointment, or the settlement or variation of the terms or the termination of the appointment, of two or more directors to offices or places of profit with the company or any other company in which the company is interested, a separate resolution may be put in relation to each director and in that case each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution unless it concerns his own appointment or the settlement or variation of the terms or the termination of his own appointment or the appointment of another director to an office or place of profit with a company in which the company is interested and the director seeking to vote or be counted in the quorum owns one per cent. or more of it.

(F) Save as otherwise provided by these articles, a director shall not vote on, or be counted in the quorum in relation to, any resolution of the board in respect of any contract in which he is to his knowledge materially interested and, if he shall do so, his vote shall not be counted, but this prohibition shall not apply to any resolution concerning any of the following matters:-

- (i) the giving to him of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him for the benefit of the company or any of its subsidiaries,
- (ii) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security,
- (iii) the subscription or purchase by him of shares, debentures or other securities of the company pursuant to an offer or invitation to members or debenture holders of the company, or any class of them, or to the public or any section of the public,
- (iv) the underwriting by him of any shares, debentures or other securities of the company or any of its subsidiaries,
- (v) any contract in which he is interested by virtue of his interest in shares or debentures or other securities of the company or by reason of any other interest in or through the company,
- (vi) any contract concerning any other company (not being a company in which the director owns one per cent. or more) in which he is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever,
- (vii) any contract concerning the adoption, modification or operation of a pension

fund or retirement death or disability benefits scheme which relates both to directors and employees of the company or of any of its subsidiaries and does not provide in respect of any director as such any privilege or advantage not accorded to the employees to which the fund or scheme relates,

- (viii) any contract for the benefit of employees of the company or of any of its subsidiaries under which he benefits in a similar manner as the employees and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom the contract relates; and
- (ix) any proposal concerning any insurance which the company is empowered to purchase and/or maintain for the benefit of and against any liability incurred by any director of the company or persons who include directors.

(G) A company shall be deemed to be one in which a director owns one per cent. or more if and so long as (but only if and so long as) he is (either directly or indirectly) the holder of or beneficially interested in one per cent. or more of any class of the equity share capital of that company or of the voting rights available to members of that company. For the purpose of this paragraph of this article there shall be disregarded any shares held by the director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which his interest is in reversion or remainder if and so long as some other person is entitled to receive the income of the trust and any shares comprised in an authorised unit trust scheme in which he is interested only as a unit holder.

(H) Where a company in which a director holds one per cent. or more is materially interested in a contract, he also shall be deemed materially interested in that contract.

(I) If any question shall arise at any meeting of the board as to the materiality of the interest of a director (other than the chairman of the meeting) or as to the entitlement of any director (other than the chairman of the meeting) to vote or be counted in the quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, the question shall be referred to the chairman of the meeting and his ruling in relation to the director concerned shall be conclusive except in a case where the nature or extent of his interest (so far as it is known to him) has not been fairly disclosed to the board. If any question shall arise in respect of the chairman of the meeting, the question shall be decided by a resolution of the board (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be conclusive except in a case where the nature or extent of the interest of the chairman (so far as it is known to him) has not been fairly disclosed to the board.

(J) A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract with the company shall declare the nature of his interest at the meeting of the board at which the question of entering into the contract is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the board after he knows that he is or has become so interested. For the purposes of this article, a general notice to the board by a director to the effect that (a) he is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company, or firm or (b) he is to be regarded as interested in any contract which

may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration of interest under this article in relation to any such contract; provided that no such notice shall be effective unless either it is given at a meeting of the board or the director takes reasonable steps to secure that it is brought up and read at the next board meeting after it is given.

(K) References in this article to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract.

(L) The company may by ordinary resolution suspend or relax the provisions of this article to any extent or ratify any contract not properly authorised by reason of a contravention of this article.

POWERS AND DUTIES OF THE BOARD

89. Subject to the provisions of the Companies Acts, the memorandum of association of the company and these articles and to any directions given by the company in general meeting by special resolution, the business of the company shall be managed by the board which may exercise all the powers of the company whether relating to the management of the business of the company or not. The alteration of the memorandum of association or these articles or the passing of a special resolution shall not invalidate any prior act of the board which would have been valid if that alteration had not been made or that resolution had not been passed. The powers given by this article shall not be limited by any special power given to the board by any other article.

90. The board may establish local or divisional boards or agencies for managing any of the affairs of the company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of the local or divisional boards, or any managers or agents, and may fix their remuneration. The board may delegate to any local or divisional board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the board, with power to sub-delegate, and may authorise the members of any local or divisional board, or any of them, to fill any vacancies and to act notwithstanding vacancies. Any appointment or delegation made pursuant to this article may be made upon such terms and subject to such conditions as the board may decide and the board may remove any person so appointed and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

91. The board may, by power of attorney or otherwise, appoint any person to be the agent of the company upon such terms (including terms as to remuneration) as it may decide and may delegate to any person so appointed any of the powers, authorities and discretions vested in or exercisable by the board, including power to sub-delegate. The board may remove any person appointed under this article and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

92. The board may entrust to and confer upon any director any of the powers, authorities and discretions vested in or exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, authorities and discretions and may from time to time revoke or vary all or any of them but no

person dealing in good faith and without notice of the revocation or variation shall be affected by it.

93. The company may exercise all the powers conferred by the Companies Acts with regard to having official seals, and those powers shall be vested in the board.

94. Subject to the provisions of the Companies Acts, the company may keep an overseas or local or other register in any place, and the board may make and vary such regulations as it may think fit respecting the keeping of the register.

95. The board shall cause minutes or records to be made in books provided for the purpose:-

- (a) of the names of the directors present at each meeting of the board or committee of the board, and
- (b) of all resolutions and proceedings at all meetings of the company and of the holders of any class of shares in the company and of the board and of any committee of the board.

96. The board may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director provided that no benefits (except such as may be provided for by any other article) may be granted to or in respect of a director or former director who has not been employed by, or held an executive or other office or place of profit under, the company or any body corporate which is or has been its subsidiary or an predecessor in business of the company or any such body corporate without the approval of an ordinary resolution of the company. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.

PROVISION FOR EMPLOYEES

97. The board may by resolution exercise any power conferred by the Companies Acts to make provision for the benefit of person employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

PROCEEDINGS OF THE BOARD

98. The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director at any time may, and the secretary on the requisition of a director at any time shall, summon a board meeting.

99. Notice of a board meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose. A director absent or

intending to be absent from the United Kingdom may request the board that notices of board meetings shall during his absence be sent in writing to him at an address given by him to the company for this purpose, but such notices need not be given any earlier than notices given to directors not so absent and if no request is made to the board it shall not be necessary to give notice of a board meeting to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively.

100. The quorum necessary for the transaction of the business of the board may be fixed by the board and, unless so fixed at any other number, shall be two. Subject to the provisions of these articles, any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the board meeting if no other director objects and if otherwise a quorum of directors would not be present.

101. The continuing directors or a sole continuing director may act notwithstanding any vacancy in their number but, if and so long as the number of directors is reduced below the minimum number fixed by or in accordance with these articles, the continuing directors or director, notwithstanding that the number of directors is below the number fixed by or in accordance with these articles as the quorum or that there is only one continuing director, may act for the purpose of filling vacancies or of summoning general meetings of the company but not for any other purpose.

102. The board may appoint a chairman and deputy chairman or deputy chairmen of its meetings and fix the period for which they are respectively to hold office. If no chairman or deputy chairman is appointed, or if at any meeting neither the chairman nor any deputy chairman is present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.

103. A meeting of the board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the board.

104. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have an additional or casting vote.

105. (1) Each and every power authority or discretion under these articles vested in the board may be delegated by the board to a committee in accordance with the provisions of paragraph (2) of this article and no such power, authority or discretion shall be regarded as being incapable of delegation to such a committee.

(2) The board may delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of its body or not) as it thinks fit, provided that the majority of the members of the committee are directors of the company and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the company. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the board.

106. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions contained in these articles for regulating the meetings and proceedings of the board so far as the same are applicable and are not superseded by any regulations imposed by the board under the last preceding article.

107. A resolution in writing executed by all the directors for the time being entitled to receive notice of a meeting of the board (if that number is sufficient to constitute a quorum) or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the board or, as the case may be, of the committee properly called and constituted. The resolution may be contained in one document or in several documents in like form each executed by one or more of the directors or members of the committee concerned.

108. All acts done by the board or by any committee or by any person acting as a director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the board or committee or person so acting or that they or any of them were disqualified or had vacated office, be as valid as if each such member or person had been properly appointed and was qualified and had continued to be a director or member of the committee.

SEALS

109. The board shall provide for the custody of every seal. A seal shall only be used by the authority of the board or of a committee of the board authorised by the board in that behalf. Subject as otherwise provided in these articles, any instrument to which the common seal is applied shall be signed by at least one director and the secretary or by at least two directors, and any instrument to which an official seal is applied need not, unless the board for the time being otherwise decides or the law otherwise requires, be signed by any person.

DIVIDENDS AND OTHER PAYMENTS

110. Subject to the provisions of the Companies Acts, the company may by ordinary resolution from time to time declare dividends to be paid to the members according to their rights and interests in the profits available for distribution, but no dividend shall be declared in excess of the amount recommended by the board.

111. Subject to the provisions of the Companies Acts, the board may pay such interim dividends as appear to the board to be justified by the financial position of the company and may also pay any dividend payable at a fixed rate at intervals settled by the board whenever the financial position of the company, in the opinion of the board, justifies its payment. If the board acts in good faith, it shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.

112. Except in so far as the rights attaching to, or the terms of issue of, any share otherwise provide:-

- (a) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this article as paid up on the share, and
- (b) all dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

113. The board may deduct from any dividend or other moneys payable to a member by the company on or in respect of any shares all sums of money (if any) presently payable by him to the company on account of calls or otherwise in respect of shares of the company.

114. No dividend or other moneys payable by the company on or in respect of any share shall bear interest against the company.

115. Any dividend or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the register in respect of the shares at his address as appearing in the register or addressed to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of the shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by them.

116. Any dividend unclaimed after a period of twelve years from the date of declaration of the dividend shall be forfeited and shall revert to the company and the payment by the board of any unclaimed dividend or other sum payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect of it.

117. Any general meeting declaring a dividend may, upon the recommendation of the board, by ordinary resolution direct payment or satisfaction of the dividend wholly or in part by the distribution of specific assets, and in particular of paid up shares or debentures of any other company, and the board shall give effect to the direction, and where any difficulty arises in regard to the distribution the board may settle it as it thinks expedient, and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions or may ignore fractions altogether, and may fix the value for distribution purposes of any specific assets to be distributed and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to secure equality of distribution and may vest any specific assets to be distributed in trustees as may seem expedient to the board.

RESERVES

118. The board shall maintain a reserve to be called the capital reserve, and shall either carry to the credit of such reserve from time to time all moneys realised on the sale of any

investments of the company in excess of the book price of the same or apply the same in providing for depreciation or contingencies. Such capital reserve and all other moneys in the nature of accretion to capital, whether on sale of investments or otherwise, shall be treated for all purposes as capital moneys and not as profits available for dividend. Any sums incurred in connection with the management of the assets of the company which, in the opinion of the directors, are reasonably and fairly apportioned to capital or any loss realised on the sale of any investments may be carried to the debit of the capital reserve, except in so far as the board shall in their discretion decide to make good the same out of other funds of the company.

119. The board may also before recommending any dividend, set aside out of the profits of the company such sums as it thinks proper as reserves which shall, at the discretion of the board, be applicable for any purpose to which the profits of the company may be properly applied.

120. Any moneys for the time being standing to the credit of any such reserves may, at the discretion of the board, either be employed in the business of the company or be invested in such investments as the board may from time to time think fit. The board may also, without placing the same to reserve, carry forward any profits which it may think it prudent not to distribute.

CAPITALISATION OF PROFITS

121. The company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution and accordingly that the amount to be capitalised be set free for distribution among the members or any class of members who would be entitled to it if it were distributed by way of dividend and in the same proportions, on the footing that it is applied either in or towards paying up the amounts for the time being unpaid on any shares in the company held by those members respectively or in paying up in full unissued shares debentures or other obligations of the company to be allotted and distributed credited as fully paid up among those members, or partly in one way and partly in the other, but so that, for the purposes of this article, a share premium account and a capital redemption reserve, and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the company.

122. Where any difficulty arises in regard to any distribution under the last preceding article the board may settle the matter as it thinks expedient and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions or may resolve that the distribution should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments shall be made to any members in order to adjust the rights of all parties, as may seem expedient to the board. The board may authorise any person to enter into an agreement with the company, on behalf of the persons entitled to participate in the distribution providing for the allotment to them respectively of any shares, debentures or other obligations of the company to which they are entitled on the capitalisation and the agreement shall be binding on those persons.

RECORD DATES

123. Notwithstanding any other provision of these articles the company or the board may fix any date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made.

ACCOUNTING RECORDS

124. The board shall cause to be kept accounting records sufficient to give a true and fair view of the state of the company's affairs and to show and explain its transactions, in accordance with the Companies Acts.

125. The accounting records shall be kept at the office or, subject to the provisions of the Companies Acts, at such other place or places as the board may think fit and shall always be open to inspection by the officers of the company. No member in his capacity as such shall have any right of inspecting any accounting record or book or document of the company except as conferred by law or authorised by the board or by ordinary resolution of the company.

126. (1) Subject to paragraph (2) below a printed copy of every balance sheet and profit and loss account together with the report of the board thereon and including every other document required by law to be annexed thereto, which is to be laid before the company in general meeting, together with a copy of the auditors' report, shall be sent to each person of whose address the company is aware who is entitled thereto in accordance with the requirements of the Companies Acts, and copies shall also be sent in appropriate numbers to The Stock Exchange in accordance with its regulations.

(2) The company need not, if the board so decides, send copies of such documents to members, but may instead send those of them of whose address it is aware a summary financial statement derived from the company's balance sheet and profit and loss account and the report of the board thereon, in such form and containing such information as may be required by the Companies Acts provided that copies of the documents referred to in (1) above shall be sent to any member of whose address the company is aware who wishes to receive them and the company shall comply with the provisions of the Companies Acts as to the manner in which it is to ascertain whether a member wishes to receive them.

SERVICE OF NOTICES AND OTHER DOCUMENTS

127. Any notice or other document (including a share certificate) may be served on or delivered to any member by the company either personally or by sending it through the post addressed to the member at his registered address or by leaving it at that address addressed to the member. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.

128. Any member whose registered address is not within the United Kingdom and who

gives to the company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at that address but, unless he does so, shall not be entitled to receive any notice from the company.

129. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document not sent by post but left at a registered address shall be deemed to have been served or delivered on the day it was so left.

130. Where a person is entitled by transmission to a share, any notice or other document shall be served upon or delivered to him, and any dividend or other sum payable in cash in respect of the share may be paid to him, as if he was the holder of that share and his address noted in the register was his registered address. Except where there is a person entitled by transmission to a share, any notice or other document served on or delivered to any member pursuant to these articles shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the company has notice of the death, bankruptcy or other event, be deemed to have been properly served or delivered in respect of any share registered in the name of that member as sole or joint holder unless, before the day of posting (or, if it is not sent by post, before the day of service or delivery) of the notice or document, his name has been removed from the register as the holder of the share and service or delivery in the foregoing manner shall be deemed for all purposes a sufficient service or delivery of the notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

131. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the company is unable effectively to convene a general meeting by notice sent through the post, a general meeting may be convened by a notice advertised in at least two daily newspapers with a national circulation and in that event the notice shall be deemed to have been served on all members and persons entitled by transmission, who are entitled to have notice of the meeting served upon them, on the day when the advertisement appears. If at least six clear days prior to the meeting the posting of notices to addresses throughout the United Kingdom has again become practicable, the company shall send confirmatory copies of the notice by post to the persons entitled to receive them.

DESTRUCTION OF DOCUMENTS

132. If the company destroys

- (a) any share certificate which has been cancelled at any time after a period of one year has elapsed from the date of cancellation or
- (b) any instruction concerning the payment of dividends or other moneys in respect of any share or any notification of change of name or address at any time after a period of two years has elapsed from the date the instruction or notification was recorded by the company or

- (c) any instrument of transfer of shares which has been registered at any time after a period of six years has elapsed from the date of registration or
- (d) any other document on the basis of which any entry is made in the register at any time after a period of six years has elapsed from the date the entry was first made in the register in respect of it

and the company destroys the document in good faith and without express notice that its preservation was relevant to a claim, it shall be presumed irrebuttably in favour of the company that every share certificate so destroyed was a valid certificate and was properly cancelled, that every instrument of transfer so destroyed was a valid and effective instrument of transfer and was properly registered and that every other document so destroyed was a valid and effective document and that any particulars of it which are recorded in the books or records of the company were correctly recorded. Nothing contained in this article shall be construed as imposing upon the company any liability by reason only of the destruction of any document of the kind mentioned above before the relevant period mentioned in this article has elapsed or of the fact that any other condition precedent to its destruction mentioned above has not been fulfilled. References in this article to the destruction of any document include references to its disposal in any manner.

WINDING UP

133. If the company commences liquidation, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Companies Acts,

- (a) divide among the members in kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and, for that purpose, set such values as he deems fair upon any property to be divided and determine how the division shall be carried out as between the members or different classes of members and
- (b) vest the whole or any part of the assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit

but no member shall be compelled to accept any shares or other assets upon which there is any liability.

INDEMNITY

134. (1) Subject to the provisions of the Companies Acts, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the company and the auditors shall be indemnified out of the assets of the company against any liability incurred by him as a director or other officer of the company, or as auditor, including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings (whether civil or criminal), in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any

application under the Companies Acts in which relief from liability is granted to him by the court.

(2) The board may, on behalf of the company, exercise all the powers of the company to purchase and maintain insurance for the benefit of any officer of the company or any person (whether an officer or not) employed by the company as auditor against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the company.

FINSBURY TRUST PLC

RESOLUTIONS

Special Resolutions, passed 1st February, 1949

1. That the provisions of the Memorandum of Association of the Company with respect to the objects of the Company be altered as follows:-
 - A. By deleting Sub-clause (I) and Sub-clause (II) of paragraph 3 thereof and substituting the following new sub-clauses therefor -
 - "(I) To acquire by purchase lease exchange or otherwise and hold lands properties buildings and Estates in the United Kingdom of Great Britain and Northern Ireland or any other part of the British Empire or British Commonwealth of Nations for any estate or interest and any rights over or connected with any such lands properties buildings and Estates and any other property, whether real or personal, movable or immovable, and to purchase or otherwise acquire or create freehold and leasehold ground rents, and to grant leases and tenancies of, build upon, and otherwise derive income from the lands properties buildings estates and rights for the time being of the Company in such manner as may be thought fit.
 - (II) To carry on the business of an Investment Trust Company in all its branches and for that purpose to acquire and hold for investment property of every description, whether real or personal, movable or immovable, and shares or stock, debentures, debenture stock, bonds or other obligations of every kind and description and whether or not fully paid up with power to vary a y investments."
 - B.
 - (1) In sub-clause (VII) of paragraph 3 by deleting the words "deal with" in the second line the words "or otherwise turn to account" in the third and fourth lines and the words "stock in trade" in the eighth line and by inserting the word "or" before the words "dispose of" in the third line.
 - (2) In sub-clause (XVI) of paragraph 3 by deleting the words "or otherwise deal with" in the second and third lines.
 - (3) In sub-clause (XXIII) of paragraph 3 by inserting the words "Except where otherwise specifically provided" as the first words of this sub-clause.
 - C. By deleting sub-clause (XXI) of paragraph 3.
2. That the conditions of the Memorandum of Association of the Company be altered by inserting the following new paragraph to be numbered 4A immediately after the

existing paragraph 4 thereof:-

- "4A. The Company shall not deal or trade in any properties or investments and any surplus arising on the realisation of any properties or investments shall be placed to the credit of a capital reserve fund and shall not be paid or transferred directly or indirectly by way of dividend bonus or otherwise to the Members."

Special Resolutions, passed 7th November, 1951

1. That each of the 330,000 6 per cent. (non-Cumulative) Participating Preference Shares of £1 each in the capital of the Company, all of which have been issued and are fully paid, be sub-divided into five Shares of 4s. each of which one shall be converted into an Ordinary Share and four shall be and remain Preference Shares, such last-mentioned Shares to be known as 7½ per cent. Cumulative Preference Shares and to confer upon the holders thereof such rights and be subject- to such restrictions and conditions as are set out in the Articles of association of the Company as altered by the Resolution numbered 4 in the Notice convening this Meeting.
2. That the 330,000 Ordinary Shares of 4s. each and the 1,320,000 7½ per cent. Cumulative Preference Shares of 4s. each resulting from such subdivision be consolidated into 66,000 Ordinary Shares of £1 each and 264,000 7½ per cent. Cumulative Preference Shares of £1 each respectively, such consolidation being effected in such manner as the Directors may think fit in order to avoid any resulting holding of a fractional part of one Share of 1.
3. That the capital of the Company be increased to 700,000 by the creation of 4,000 Ordinary Shares of 1 each and 36,000 7½ per cent. Cumulative Preference Shares of 1 each, such last-mentioned Shares to rank for dividend according to the terms of issue thereof and to rank pari passu in all other respects with the existing 7½ per cent. Cumulative Preference Shares in the capital of the Company.
4. [Not now in force.]

**Extraordinary Resolution of Ordinary Shareholders,
passed 7th November, 1951**

THAT this separate meeting of the holders of the Ordinary Shares of The Alto Parana Development Company, Limited hereby sanctions the passing as Special Resolutions of the Company of the Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company on the 7th day of November, 1951 (a copy of which Notice is placed before the meeting and has been signed for the purpose of identification by the Chairman of the Meeting) and hereby sanctions and approves all modifications and alterations of the rights and privileges attached to the said Ordinary Shares to be effected by the said Resolutions or thereby involved.

Extraordinary Resolution of the 6 per cent. (non-Cumulative) Participating Preference Shareholders, passed 7th November, 1951

THAT this separate meeting of the holders of the 6 per cent. (non-Cumulative) Participating Preference Shares of The Alto Parana Development Company, Limited hereby sanctions the passing as Special Resolutions of the Company of the Resolutions set out in the Notice convening an Extraordinary General Meeting of the Company on the 7th day of November, 1951 (a copy of which Notice is placed before the meeting and has been signed for the purpose of identification by the Chairman of the meeting) and hereby sanctions and approves all modifications and alterations of the rights and privileges attached to the said 6 per cent. (non-Cumulative) Participating Preference Shares to be effected by the said Resolutions or thereby involved.

Special Resolution, passed 30th November, 1951

THAT the name of the Company be changed to "THE SCOTTISH AND MERCANTILE INVESTMENT COMPANY LIMITED."

Ordinary Resolution, passed 5th November, 1954

THAT each of the 400,000 Ordinary Shares of 1 in the capital of the Company be and are hereby sub-divided into four shares of 5s. each.

Ordinary Resolution, passed 18th October, 1956

That the capital of the Company be increased to 1,500,000 by the creation of 3,200,000 "A" Non-Voting Ordinary Shares of 5s. each. Such "A" Non-Voting Ordinary Shares shall not entitle the holders thereof to receive notice of or to attend or vote, either in person or by proxy, at any General Meeting of the Company, but in all other respects shall rank pari passu with the Ordinary Shares in the capital of the Company.

Resolutions of the Directors, passed 22nd February, 1982

IT WAS RESOLVED THAT pursuant to the provisions of Section 8 of the Companies Act 1980 the Company be re-registered as a public company by the name of The Scottish and Mercantile Investment PLC and that its Memorandum of Association be amended accordingly, as follows:-

1. Clause 1 be amended so that it reads:-

"I. The name of the Company is The Scottish and Mercantile Investment PLC"

II. The following new Clause 2 be inserted and the present Clauses 2,3,4,4A and 5 be re-numbered 3,4,5,6 and 7 respectively

"Clause 2. The Company is to be a public company"

III. The words "and Wales" be inserted at the end of the new Clause 3; and

IT WAS FURTHER RESOLVED THAT Mr. Edwin Charles Teideman be authorised to apply for the re-registration of the Company as a public company under the Companies Act 1980.

Ordinary Resolutions, passed 30th September, 1986

1. That each of the 1,600,000 ordinary shares of 25p each in the capital of the Company, all of which are issued and fully paid, be sub-divided into five ordinary shares of 5p each.
2. That each of the 3,200,000 "A" non-voting ordinary shares of 25p each in the capital of the Company, all of which are issued and fully paid, be sub-divided into five "A" non-voting ordinary shares of 5p each.

Special Resolutions, passed 30th September, 1986

1. That the name of the Company be changed to "SCOTTISH AND MERCANTILE INVESTMENT TRUST PLC".
2. That the new Articles of Association contained in the document produced to the Meeting and for the purpose of identification initialled by the Chairman thereof be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association thereof.

Special Resolutions, passed 8th April, 1992

1. That the name of the Company be changed from Scottish and Mercantile Investment Trust PLC to Finsbury Trust PLC.
2. That new Articles of Association of the Company in the form produced to the Meeting and initialled for the purposes of identification by the Chairman of the Meeting be adopted in substitution for and to the exclusion of all other Articles of Association of the Company.
3. That Clause 4 of the Company's Memorandum of Association be amended by the adoption of the following additional sub-clause (to be numbered sub-clause (XXI)):

"(XXI) To establish or maintain or join in any plan or scheme for encouraging or facilitating the regular or other investment in, the holding of, or the reinvestment of any dividends or interest declared or paid by the Company or any other company in the shares of the Company or any other company within such plan or scheme by, or for the benefit of, the shareholders, stockholders or debenture holders of the Company or other persons within such plan or scheme and to discharge or contribute towards the discharge of the costs, charges and expenses incurred in establishing or maintaining any such plan or scheme"

and the renumbering of the existing sub-clauses (XXI) to (XXIV) of Clause 4 as sub-clauses (XXII) to (XXV) accordingly.

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