

The Companies Acts 1929 to 1981

COMPANY LIMITED BY SHARES

Articles of Association

of

PROPERTY HOLDING & INVESTMENT TRUST LIMITED*

(Adopted by Special Resolution passed on 12th July, 1982)
(and Amended by Special Resolutions passed on 7th
July 1986 and on 8th August 1990)

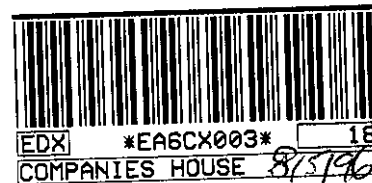
PRELIMINARY

1. The regulations in Table A in the First Schedule to the Companies Act 1948 (as amended by the Companies Acts 1967 to 1981) shall not apply to the Company.

2. In these Articles the words standing in the first column of the table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:—

WORDS	MEANINGS
The Acts	The Companies Acts 1948 to 1981.
These Articles . .	These Articles of Association as originally framed or as altered by Special Resolution.
Board	The Board of Directors of the Company or the Directors present at a duly convened Meeting of Directors at which a quorum is present.
The Directors . .	The Directors for the time being of the Company.
Month	Calendar month.
Paid up	Includes credited as paid up.
Seal	The Common Seal of the Company.
Securities Seal . .	The seal kept by the Company pursuant to Section 2 of the Stock Exchange (Completion of Bargains) Act 1976.

* The Company was re-registered as a Private Company by a Special Resolution passed on 15 April 1996.



WORDS	MEANINGS
The Statutes . .	The Acts and every other Act for the time being in force concerning companies and affecting the Company.
Stock Exchange Nominee	A person for the time being designated pursuant to Section 7(2) of the Stock Exchange (Completion of Bargains) Act 1976.
Transfer Office . .	The place where the Register of Members of the Company is situate for the time being.
United Kingdom . .	Great Britain and Northern Ireland.
Year	Calendar year.

Writing shall include printing and lithography and any other mode or modes of representing or reproducing words in a visible form.

Words denoting the singular number only shall include the plural number and vice versa.

Words denoting the masculine gender only shall include the feminine gender and vice versa.

Words denoting persons shall include corporations and the expressions "debenture" and "debenture holder" shall include debenture stock and debenture stock holder.

In these Articles any reference to any statutory provision or enactment shall include any statutory modification or re-enactment thereof.

Subject as aforesaid, any words or expressions defined in the Acts shall, if not inconsistent with the context, bear the same meanings in these Articles.

3. The registered office of the Company shall be at such place in England as the Board shall from time to time appoint.

CAPITAL

4. The capital of the Company at the date of adoption of these Articles is £15,000,000 divided into 750,000 3.15 per cent. (plus tax credit) Cumulative Preference Shares of £1 each and 57,000,000 Ordinary Shares of 25p each.

5. (A) The holders of the 3.15 per cent. (plus tax credit) Cumulative Preference Shares of £1 each shall be entitled to be paid out of the profits which the Directors shall determine to distribute by way of dividend in any year a fixed cumulative preferential dividend at the rate of £3.15 per centum per annum (plus tax credit) on the capital for the time being paid up or credited as being paid up thereon and the right on a winding up to be paid all arrears of preferential dividend, whether earned or declared or not, down

to the commencement of the winding up and also to be repaid the amount of capital paid up or credited as paid up on the Preference Shares held by them respectively together with a premium of either £0.10 per share or the difference between the nominal amount of the shares and the market value thereof as quoted on The Stock Exchange at the date of the winding up whichever is the greater in priority to any payment in respect of Ordinary Shares but shall not be entitled to any other rights in the profits or assets of the Company. Subject as aforesaid and to the rights of the holders of any other shares entitled by the terms of issue to preferential payment over the Ordinary Shares in the event of the winding up of the Company the holders of the Ordinary Shares shall be entitled to be repaid the amount of capital paid up or credited as paid up on such shares, and all surplus assets thereunder shall belong to the Ordinary Shares in proportion to the amount paid up or credited as paid up on such Ordinary Shares respectively at the commencement of the winding up.

- (B) The Company is to be at liberty, from time to time, to create and issue further Preference Shares ranking in all respects *pari passu* with the said 750,000 Preference Shares, but so that the aggregate amount in nominal value of all preference shares aforesaid, for the time being issued (including such 750,000) shall not as the result of such further issue exceed the aggregate amount in nominal value of one-third of the total nominal amount of the share capital of the Company for the time being issued and that the Auditors for the time being of the Company shall first have certified in writing that the profits of the Company for the financial year last preceding the issue of the further shares shall have been not less than a sum equal to three times the amount required to pay the dividend for one year on the said 3.15 per cent. (plus tax credit) Cumulative Preference Shares then issued and outstanding; such profits to be defined as those shown by the Profit and Loss Account submitted to the Company in General Meeting and ascertained before providing for payment of corporation tax thereon and before providing for any allocation thereof to reserve for any purpose other than for outlays and losses accrued or accruing, but after charging all other expenses or any other tax other than corporation tax on the income of the Company.

SHARES

6. The Company may pay commissions to the full extent permitted by the Statutes. The Company may in addition on any issue of shares pay such brokerage as may be lawful.

7. Subject to the provisions of the Statutes and of any resolutions of the Company passed pursuant thereto all unissued shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with or dispose of them to such persons at such times and generally on such terms and conditions as they think proper.

8. Without prejudice to any special rights previously conferred on the holders of any shares or class of shares for the time being issued, any share in the Company may be issued with such preferred, deferred or other special rights, or subject to such restrictions, whether in regard to dividends, return of capital, voting or otherwise, as the Company may from time to time in General Meeting

determine (or in the absence of any such determination, as the Directors may determine) and subject to the provisions of the Statutes the Company may issue shares which are, or at the option of the Company are liable to be, redeemed.

9. Save 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 to recognise any equitable, contingent, future or partial interest in any share or any right or interest whatsoever in respect of any share or fractional part of a share other than an absolute right to the entirety thereof in the registered holder except as by these Articles or by law otherwise expressly provided.

10. Subject to the provisions of the Statutes the Company may purchase any of the shares of the Company.

CERTIFICATES

11. The certificates of title to shares shall be issued under the Seal or the Securities Seal. Unless the Directors otherwise resolve no certificate shall be issued in respect of shares held by a Stock Exchange Nominee.

12. Every member (other than a Stock Exchange Nominee to whom no certificate is to be issued pursuant to Article 11) shall be entitled, without payment, to receive within two months after allotment or lodgment of transfer (unless the conditions of issue provide for a longer interval) one certificate for all the shares of each class registered in his name, specifying the number of shares in respect of which it is issued and the amount paid up thereon. Provided that in the case of joint holders the Company shall not be bound to issue more than one certificate to all the joint holders, and delivery of such certificate to any one of them shall be sufficient delivery to all.

13. Where part only of the shares comprised in a share certificate are transferred the old share certificate shall be cancelled and a new certificate for the balance shall be issued without charge.

14. If any share certificate shall be defaced, worn out or alleged to have been destroyed, stolen or lost it may be renewed on such evidence being produced and such indemnity (if any) being given as the Directors shall require, and (in the case of defacement or wearing out) on delivery up of the old certificate, and in any case on payment to the Company of all expenses of the Company incidental thereto.

CALLS ON SHARES

15. The Directors may, subject to the regulations of these Articles, and to any conditions of allotment, from time to time make such calls upon the shareholders in respect of all moneys unpaid on their shares as they think fit, provided that fourteen days' notice at least is given of each call, and each shareholder shall be liable to pay the amount of every call so made upon him to the persons and at the times and place specified in such notice. A call may be made payable in instalments. A call shall be deemed to have been made as soon as the resolution of the Directors authorising such call shall have been passed. A call may be revoked or the time fixed for its payment postponed by the Directors. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments in respect thereof.

16. If before or on the day appointed for payment thereof a call payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at such rate as the Directors may determine,

but not exceeding 20 per cent. per annum from the day appointed for payment thereof to the time of actual payment, but the Directors shall have power to waive such interest or any part thereof.

17. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date and any instalment of a call shall, for all purposes of these Articles, be deemed to be a call duly made and payable on the date fixed for payment and in the case of non-payment the provisions of these Articles as to payment of interest and expenses, forfeiture and the like, and all other the relevant provisions of the Statutes or of these Articles shall apply as if such sum were a call duly made and notified as hereby provided.

18. The Directors may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and in the times of payment of such calls.

19. The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the same actually called up thereon (whether on account of the nominal amount of the shares or by way of premium) and upon all or any of the moneys so advanced the Directors may (until the same would, but for such advance, become presently payable) pay or allow such interest as may be agreed upon between them and such shareholder, in addition to any dividend payable upon such part of the share in respect of which such advance has been made as is actually called up. No sum paid up in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

LIEN ON SHARES

20. The Company shall have a first and paramount lien on every share (not being a fully paid share) registered in the name of a member (whether solely or jointly with others) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends and other moneys from time to time declared or payable in respect thereof.

21. For the purpose of enforcing such lien the Directors may sell all or any of the shares subject thereto in such manner as they think fit, but no sale shall be made until such time as the moneys in respect of which the lien exists are presently payable, nor until a notice in writing stating the amount due and demanding payment and giving notice of intention to sell in default shall have been served to such member or the person (if any) entitled by transmission to the shares, and default in payment shall have been made by him or them for fourteen days after such notice has been given.

22. The net proceeds of any such sale (after payment of the costs of such sale) shall be applied in or towards satisfaction of the amount in respect of which the lien exists as is presently payable and the residue (if any) shall be paid to the person entitled to the shares at the time of such sale provided always that the Company shall be entitled to a lien upon such residue in respect of any moneys due to the Company but not presently payable like to that which it had upon the shares immediately before the sale thereof.

23. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares and the purchaser shall not be bound

to see to the regularity or validity of, or be affected by any irregularity or invalidity of the proceedings or be bound to see to the application of the purchase money, and after his name has been entered in the register the validity of the sale shall not be impeached by any person.

24. No shareholder shall be entitled to receive any dividend until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).

FORFEITURE OF SHARES

25. If any shareholder fails to pay in full any call or instalment of a call on or before the day appointed for the payment thereof, the Directors may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as remains unpaid, together with any accrued interest and any expenses incurred by the Company by reason of any such non-payment.

26. The notice shall name a further day (not earlier than the expiration of seven days from the date of service of the notice) on or before which such payment and all such interest and expenses as aforesaid, are to be paid. It shall also name the place where payment is to be made, and shall state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call was made will be liable to be forfeited.

27. If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter, before payment of all calls, interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect.

28. A forfeiture of shares under the preceding Articles shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any shares liable to forfeiture.

29. When any share has been forfeited or surrendered in accordance with these Articles, notice of the forfeiture or surrender shall forthwith be given to the holder of the share, or the person entitled to the share by reason of the death or bankruptcy of the holder, as the case may be, and an entry of such notice having been given, and of the forfeiture or surrender with the date thereof, shall forthwith be made in the register of members opposite to the entry of the share; but no forfeiture or surrender shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

30. Every share so forfeited or surrendered shall become the property of the Company, and may be either cancelled or sold, or re-allotted or otherwise disposed of either to the person who was before forfeiture or surrender the holder thereof, or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. The Directors may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

31. Notwithstanding any such forfeiture or surrender as aforesaid the forfeiture or surrender may be annulled by the Directors at any time before the forfeited or surrendered share has been otherwise disposed of upon such terms as they may think fit.

32. A shareholder whose shares have been forfeited or surrendered shall cease to be a member in respect of the shares so forfeited or surrendered but

shall, notwithstanding, be liable to pay to the Company moneys which at the date of such forfeiture or surrender were presently payable by him to the Company in respect of shares, with interest thereon to the date of payment at such rate not exceeding 20 per cent. per annum as the Directors shall think fit, in the same manner in all respects as if the shares had not been forfeited or surrendered and to satisfy all (if any) the claims and demands which the Company might have enforced in respect of the shares at the time of forfeiture or surrender without any deduction or allowance for the value of the shares at the time of forfeiture or surrender.

33. A statutory declaration in writing that the declarant is a Director of the Company, and that a share has been duly forfeited or surrendered in pursuance of these Articles, and stating the time when it was forfeited shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts therein stated, and such declaration, together with a certificate of proprietorship of the share under the Seal or the Securities Seal delivered to the purchaser or allottee thereof, shall constitute a good title to the share and the new holder thereof shall be discharged from all calls made prior to such purchase or allotment, 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 omission, irregularity or invalidity in or relating to or connected with the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

34. All transfers of shares may be effected by transfer in any usual or common form or in any other form acceptable to the Directors and may be under hand only. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of a fully paid share) by or on behalf of the transferee. The instrument of transfer must be lodged at the Transfer Office duly stamped accompanied by the relevant share certificate(s) and such other evidence as the Directors may require to show the right of the transferor to make the transfer. The lodgement of a transfer by a Stock Exchange Nominee need only be accompanied by share certificate(s) if and to the extent that certificate(s) in respect of the shares in question have been issued.

35. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. All instruments of transfer which are registered may be retained by the Company.

36. The Directors may in their absolute discretion and without assigning any reason therefor, refuse to register the transfer of any share (not being a fully paid-up share). The Directors may also refuse to register any transfer of a share (a) on which the Company has a lien, or (b) if the instrument of transfer is in respect of more than one class of share, or (c) if the instrument of transfer is in favour of more than four persons jointly. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

37. The registration of transfers may be suspended and the register of members closed at such times and for such period as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

38. No fee will be charged by the Company in respect of the registration of instruments of transfer, probate, letters of administration, certificate of death or marriage, power of attorney or other instrument relating to or affecting the title to any shares.

39. The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the register of members purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:—

- (i) the provisions aforesaid shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- (ii) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article;
- (iii) references herein to the destruction of any document include references to the disposal thereof in any manner.

TRANSMISSION OF SHARES

40. In the case of the death of a member, the survivors or survivor, where the deceased was a joint holder, and the executors or administrators of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title or interest in the shares, but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

41. Any person becoming entitled to a share in consequence of the death or bankruptcy of any member may, upon producing such evidence of title as the Directors shall require, and subject as hereinafter provided, either be registered himself as holder of the share, or elect to have some other person nominated by him registered as transferee thereof.

42. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him and stating that he so elects. For all purposes of these Articles relating to the registration of transfers of shares, such notice shall be deemed to be a transfer, and the Directors shall have the same power of refusing to give effect thereto by registration as if the event upon which the transmission took place had not occurred and the notice were a transfer executed by the person from whom the title by transmission is derived.

43. If the person so becoming entitled shall elect to have his nominee registered, he shall testify his election by executing to his nominee a transfer of such share. The Directors shall have, in respect of transfers so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.

44. A person entitled to a share by transmission shall be entitled to receive, and may give a discharge for, any dividends or other moneys payable in respect of the share, but he shall not be entitled in respect of it to receive notices of or to attend or vote at meetings of the Company or (save as aforesaid) to exercise the rights or privileges of a member unless and until he shall have been registered as a member in respect of the share.

CONVERSION OF SHARES INTO STOCK

45. The Company may, from time to time, by resolution of a General Meeting, convert all or any of its paid-up shares into stock, and may from time to time, in like manner, re-convert such stock into paid-up shares of any denomination.

46. When any shares have been converted into stock, the several holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company in General Meeting shall direct, but in default of any such direction, then in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances will admit. But the Directors may, if they think fit, from time to time fix the minimum amount of stock transferable; provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

47. The several holders of stock shall be entitled to participate in the dividends and profits of the Company according to the amount of their respective interests in such stock, and such interests shall, in proportion to the amount thereof, confer on the holders thereof respectively the same privileges and advantages for the purposes of voting at meetings of the Company and for other purposes as if they held the shares from which such stock arose, but so that none of such privileges or advantages, except the participation in the dividends, profits and assets of the Company, shall be conferred by any such aliquot part of consolidated stock as would not, if existing in shares, have conferred such privilege or advantage.

48. Stock of any class shall only be held in sums or multiples of the amount for the time being prescribed by or pursuant to these Articles as the minimum amount of stock of the class to be transferred; and if and whenever any members' holdings of stock of any class for any reason consist of or include fractions of the sum prescribed as aforesaid, the Directors shall be empowered to sell the stock represented by such fractional holdings for the best price reasonably obtainable and shall pay and distribute the net proceeds of sale to and amongst the members entitled to such fractions in due proportions. For the purpose of giving effect to any such sale the Directors may authorise any person to transfer the stock sold to the purchaser thereof and the purchaser shall be registered as the holder of the stock comprised in any such transfer and he shall not be bound to see to the application of the purchase money nor shall his title to the stock be affected by any irregularity or invalidity in the proceedings with reference to the sale.

49. All such provisions of these Articles as are applicable to paid-up shares shall apply to stock, and in such provisions the words "share" and "shareholder" shall include "stock" and "stockholder".

ALTERATIONS OF CAPITAL

50. The Company may by Ordinary Resolution:—

- (A) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares, or

- (B) 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, or
- (C) divide its share capital or any part thereof into shares of smaller amount than is fixed by its Memorandum of Association by sub-division of its existing shares or any of them, subject nevertheless to the provisions of the Statutes and these Articles, and so that as between the resulting shares, one or more of such shares may by the resolution by which such sub-division is effected be given any preference or advantage as regards dividend, capital, voting or otherwise over the others or any other of such shares;

and by Special Resolution:—

- (D) reduce or cancel its share capital or any capital redemption reserve fund or share premium account in any manner authorised and subject to any conditions and consents required by law.

INCREASE OF CAPITAL

51. The Company in General Meeting may from time to time (whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully called up or not) increase its share capital by such sum and to be divided into shares of such amounts as the resolution shall prescribe.

52. Any new share capital shall be subject to the provisions of these Articles with reference to disposal, allotment, payment of calls, lien, transfer, transmission, forfeiture or otherwise.

MODIFICATION OF CLASS RIGHTS

53. Subject to the provisions of the Statutes, all or any of the rights, privileges or conditions for the time being attached or belonging to any class of shares for the time being forming part of the capital of the Company may from time to time be modified, affected, varied, extended, abrogated or surrendered in any manner either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the members of that class. To any such separate meeting all the provisions of these Articles as to General Meetings of the Company and to proceedings thereat shall mutatis mutandis apply but so that the necessary quorum shall be members of the class holding or representing by proxy one-third in nominal value of the capital paid or credited as paid on the issued shares of the class, and every holder of shares of the class in question present in person or by proxy may demand or join in demanding a poll and every such holder shall be entitled on a poll to one vote for every such share held by him. If at any adjourned meeting of such holders a quorum as above defined is not present those of such holders who are present in person shall be a quorum.

54. Subject to the provisions of Article 5 the special rights attached to any class of shares having preferential rights shall not, unless otherwise expressly provided by the terms of issue thereof, be deemed to be varied by the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto.

GENERAL MEETINGS

55. A General Meeting shall be held once in every calendar year, at such time and place as may be determined by the Directors, but so that not more than fifteen months shall elapse between the holding of any two successive meetings.

56. The General Meetings referred to in the last preceding Article shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.

57. The Directors may call an Extraordinary General Meeting whenever they think fit and shall also convene an Extraordinary General Meeting on requisition in accordance with the Statutes.

58. An Annual General Meeting and any General Meeting at which it is proposed to pass a Special Resolution or (save as provided by the Statutes) a resolution of which special notice has been given to the Company, shall be called by not less than twenty-one days' notice in writing and any other Extraordinary General Meeting by not less than fourteen days' notice in writing. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the meeting is to be held and shall be given in manner hereinafter mentioned to all members other than such (if any) as are not under the provisions of these Articles entitled to receive such notices from the Company Provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed:—

(A) in the case of an Annual General Meeting by all the members entitled to attend and vote thereat; and

(B) in the case of an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

59. (A) Every notice calling a General Meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him and that a proxy need not be a member of the Company;

(B) In the case of an Annual General Meeting, the notice shall also specify the meeting as such;

(C) In the case of any General Meeting at which business other than ordinary business is to be transacted, the notice shall specify the general nature of such business and if any resolution is to be proposed as an Extraordinary or Special Resolution, the notice shall contain a statement to that effect.

60. The accidental omission to give notice to or the non-receipt of notice by any person entitled thereto shall not invalidate any General Meeting or any proceedings thereat.

PROCEEDINGS AT GENERAL MEETINGS

61. All business shall be deemed special that is transacted at an Extraordinary General Meeting. All business that is transacted at an Annual General

Meeting shall also be deemed special, with the exception of declaring a dividend, receiving and adopting the accounts, the reports of the Directors and Auditors and other documents required by the Statutes to be annexed thereto, appointing or re-appointing Directors in place of those retiring by rotation or otherwise, re-appointing the retiring Auditors (other than Auditors who were not appointed or re-appointed Auditors by the Company in General Meeting) and fixing of the remuneration of the Auditors (which business shall be deemed ordinary business).

62. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. For all purposes the quorum shall be three members present in person or by proxy and entitled to vote at the meeting.

63. If within half an hour from the time appointed for the holding of a General Meeting, a quorum is not present, the meeting if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such other day (not being less than seven days thereafter) and such time and place as the chairman of the meeting may determine and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the members present in person or by proxy shall be a quorum.

64. The Chairman of the Board of Directors or in his absence the Vice-Chairman or in his absence the Acting Chairman of the Board shall preside at every General Meeting, but if there be no such Chairman, Vice-Chairman or Acting Chairman or if at any meeting none of them shall be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as chairman of the meeting, the members present shall choose some Director, or if no Director present, or if all Directors present decline to take the chair, they shall choose some member present to be chairman of the meeting.

65. The chairman of the meeting may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

66. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll be demanded by the chairman of the meeting or in writing by at least nine persons for the time being entitled to vote at the meeting, or by the holder or holders present in person or by proxy of at least one tenth of the total voting rights of all members having the right to vote at the meeting, or by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried, or has been carried by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minute book of the Company shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

67. If a poll be demanded in manner aforesaid, it shall be taken at such

time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman of the meeting may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for declaring the result of the poll.

68. No poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

69. In the case of an equality of votes, either on a show of hands or on a poll, the chairman of the meeting shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a member.

70. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded. The demand of a poll may be withdrawn.

VOTES OF MEMBERS

71. Subject to any special rights or restrictions as to voting attached by or in accordance with these Articles on a show of hands every member present in person shall have one vote, and in case of a poll every member present in person or by proxy shall have four votes in respect of each 3.15 per cent. (plus tax credit) Cumulative Preference Share of £1 and one vote in respect of each Ordinary Share held by him. Provided that the holders of such Preference Shares shall have no right to receive notice of or to be present or to vote in person or by proxy at any General Meeting by virtue or in respect of their holding of Preference Shares, unless the preferential dividend shall remain unpaid for six calendar months for which purpose the dividend shall be deemed to be payable half yearly on 31 March and 30 September or a resolution shall be submitted (i) for the reduction of the capital of the Company, (ii) for winding up the Company, (iii) directly affecting the rights and privileges attached to the shares or (iv) for effecting any alteration in the borrowing powers of the Directors. Provided further that save to the extent permitted by the terms of issue, the holders of partly paid shares shall have no right to receive notice of or to be present or to vote in person or by proxy at any General Meeting by virtue or in respect of their holding of partly paid shares.

72. Where a receiver or other person has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company.

73. No member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him to attend or vote at a General Meeting either personally or (except as a proxy for another member) by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if he or any person appearing to be interested in such shares has been duly served with a notice pursuant to any provision of the Statutes relating to disclosure of interests in voting shares and fails to supply to the Company the information thereby required within 28 days (or such longer period as the Company may from time to time by Ordinary Resolution determine) of the service of such notice. For the purpose of this Article a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification pursuant to the statutory notice which fails to establish the iden-

titles of those interested in the shares and if (after taking into account the said notification and any other relevant notification) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares.

74. No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and any vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

75. If two or more persons are jointly entitled to a share, then in voting upon any question 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 registered holders of the share, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the share.

76. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all his votes in the same way. A proxy need not be a member of the Company.

77. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of the Company or of any class of members thereof; and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as if he had been an individual shareholder, including power, when personally present, to vote on a show of hands.

78. The instrument appointing a proxy shall be in writing in any usual or common form or in any other form the Directors may approve and shall be under the hand of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation under its common seal (if any) or signed by an officer or attorney duly authorised in that behalf. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.

79. The instrument appointing a proxy together with the power of attorney (if any) under which it is signed or a duly certified copy thereof (failing previous registration with the Company) shall be left at such place (if any) as may be specified for that purpose either in the notice convening the meeting or (if no such place is specified) at the Transfer Office at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; and the person so named shall not be entitled to vote in respect thereof if it is not so left or if the appointor shall attend in person at the meeting in respect of which it was given.

80. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which it was executed, or the transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer shall have been received at the Transfer Office one hour at least before the time fixed for holding the meeting.

DIRECTORS

81. Until otherwise determined by General Meeting the number of Directors shall not be less than three ~~nor more than nine~~

* Article 81 amended by
special resolution on
7th July 1986

82. A Director shall not be required to hold any shares of the Company by way of qualification, but shall whether or not a member of the Company, be entitled to attend and speak at General Meetings.

83. The Directors may from time to time appoint any other person to be a Director, either to fill a casual vacancy or as an addition to the Board, but so that the maximum number fixed as above shall not be thereby exceeded. Any Director appointed under this Article shall hold office only until the Annual General Meeting following next after his appointment, and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such Meeting.

84. The continuing Directors may act, notwithstanding any vacancy in their body provided always that in case the Directors shall at any time be reduced in number to less than the minimum number fixed by or in accordance with these Articles, it shall be lawful for the remaining Director or Directors to act for the purpose of filling up vacancies in their body or calling a General Meeting of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any three members may summon a General Meeting for the purpose of appointing Directors.

85. The Directors shall be paid out of the funds of the Company remuneration for their services at such rate as the Directors may from time to time determine Provided that the Company in General Meeting may from time to time determine the amount of such remuneration. The Directors shall also be entitled to be repaid by the Company all such reasonable expenses as they may properly incur in attending and returning from meetings of the Directors or any Committee of the Directors or General Meetings of the Company or otherwise in or about the business of the Company.

86. Any Director who holds any executive office or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine.

87. No Director shall be required to vacate his office or be ineligible for re-election nor shall any person be ineligible for election as a Director by reason of his age.

88. The office of a Director shall be vacated:—

- (A) If a receiving order is made against him, or he makes any arrangement or composition with his creditors;
- (B) If he shall resign by written notice to the Company or shall in writing offer to resign and such offer is accepted by the continuing Directors;
- (C) If he shall become prohibited by law from acting as a Director;
- (D) If in England or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of his mental disorder or his becoming a patient under the Mental Health Act 1959 for his detention or for the appointment of a guardian or for the appointment of a receiver or other person (by whatever name called) to exercise powers with respect to his property or affairs;
- (E) If he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that if he holds an

appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company.

ROTATION OF DIRECTORS

89. At every Annual General Meeting of the Company one-third of the Directors, or, if their number is not a multiple of three, then the number nearest to, but not exceeding one-third shall retire from office by rotation.

90. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire from office and not to offer himself for re-election. Any additional Directors so to retire shall be those of the other Directors (subject to retirement by rotation) who have been longest in office since their last election. As between Directors of equal seniority, the Directors to retire shall, unless they agree among themselves, be selected from among them by ballot. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

91. The Company may at the meeting at which any Directors retire in manner aforesaid, fill up the vacated office of each Director by electing thereto the retiring Director or some other person eligible to be so appointed. In default the retiring Director shall be deemed to have been re-elected unless:—

- (i) it is expressly resolved at such meeting not to fill up such office; or
- (ii) a resolution is put to such meeting for the re-election of such Director and is lost; or
- (iii) a resolution is put to the meeting to reduce the number of Directors and such re-election would result in the number of Directors exceeding such number.

92. No person (not being a Director retiring at the meeting) shall unless recommended by the Directors for election be eligible for the office of Director at any General Meeting unless, within the prescribed times before the day appointed for the meeting, there shall have been lodged at the registered office notice in writing by some member (other than the person to be proposed) duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served or deemed to be served, and the day appointed for the meeting, there shall be not less than seven days nor more than one month.

93. The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director.

94. The Company may by Ordinary Resolution remove any Director (including a Managing Director but without prejudice to any claim for damages under any contract) before the expiration of his period of office, and may, if thought fit, by Ordinary Resolution appoint another person in his stead; any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed, and shall be eligible for re-election. Special notice shall be given in the notice convening the Meeting of any resolution to remove a Director under this Article or to appoint another person in his stead.

MANAGING AND OTHER DIRECTORS

95. (A) The Directors may from time to time appoint one or more of their body as (i) Chief Executive and (ii) Managing Director or one or more of their body or any other person as Deputy or Assistant Managing Director, Manager or to any other salaried office for such period (subject to the Statutes) for such remuneration (in addition to or in substitution for his remuneration as a Director) and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as they think fit, but the person so appointed shall not be invested with any powers or entrusted with any duties which the Directors themselves could not have exercised or performed.
- (B) A Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors, but he shall be subject to the same provisions as to removal as the other Directors of the Company, and if he ceases to hold the office of Director he shall, ipso facto, and immediately, cease to be a Managing Director.

POWERS AND DUTIES OF DIRECTORS

96. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

97* The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposit, debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party, subject to the provisions of Section 80 of the Act.

98. The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to (or to any person in respect of) any Director or former Director and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay any premiums.

99. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time determine.

* Previous Article 97 deleted by Special Resolution passed on 8 August 1990.

100. Subject to the provisions of these Articles a Director may contract with and be interested in any contract or arrangement with the Company or in which the Company may be interested and shall not be liable to account for any profit made by him by reason of any such contract or arrangement. A Director may hold office as a director in or manager of any other company in which the Company is a shareholder or is otherwise interested and shall not be liable to account to the Company for any remuneration or other benefits receivable by him from such other company.

101. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) and may act in a professional capacity for the Company in conjunction with his office of Director on such terms as to remuneration and otherwise as the Board may determine.

ALTERNATE DIRECTORS

102. (A) Any Director may appoint any person (approved by a majority of the remaining Directors, such approval not to be unreasonably withheld) to be his alternate. An alternate Director (except when absent from the United Kingdom) shall be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally at or for the purposes of the proceedings at such meetings to perform all the functions, rights, powers and duties of the Director by whom he was appointed and for such purposes the provisions of these Articles shall apply as if he were a Director. An alternate Director shall, ipso facto, vacate his office if and when his appointor ceases, for whatever reason, to be a Director or when his appointor revokes such appointment. Any such appointment or revocation shall be in writing signed by the Director making the same and shall (subject to approval as aforesaid) be effective on delivery to the registered office of the Company. An alternate Director shall have a separate vote for each Director he is representing and if the alternate Director is himself a Director, such vote or votes shall be in addition to his own vote. If the alternate Director's appointor is for the time being absent from the United Kingdom or temporarily unable to act through illness or other incapacity the alternate Director's signature to any resolution of the Directors shall be as effective as the signature of his appointor. The foregoing provisions of this Article shall apply mutatis mutandis to any meeting or resolution of a committee of the Directors of which the alternate Director's appointor is a member. An alternate Director shall have no power (save as aforesaid) to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles. Any remuneration of an alternate Director shall be payable out of the remuneration payable to the Director appointing him.
- (B) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements, to be indemnified as if he were a Director and to be repaid any reasonable expenses.

PROCEEDINGS OF DIRECTORS

103. The Directors or any Committee of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they

think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined the quorum for a Directors' meeting shall be two. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.

104. At any time any Director may, and on the request of a Director the Secretary shall summon a meeting of the Directors. A Director who is for the time being absent from the United Kingdom shall not be entitled to notice of any meeting of Directors.

105. (A) Subject as provided in these Articles a Director shall not vote in respect of any contract or arrangement or any other proposals whatsoever in which he has any material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.
- (B) Subject to the provisions of the Statutes and as provided in these Articles a Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:—
- (i) the giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries;
 - (ii) the giving of any security or indemnity to a third party 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) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;
 - (iv) any proposal concerning any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he (together with any person connected with him within the meaning of Section 64 Companies Act 1980) is not the holder of or beneficially interested in one per cent or more of the issued shares of any class of such company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interest being deemed for the purposes of this Article to be a material interest in all circumstances);
 - (v) any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme or any employees' share scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the Board of Inland Revenue for taxation purposes.

- (C) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not debarred from voting under the proviso to paragraph (B)(iv) of this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- (D) If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by him voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Directors concerned has not been fairly disclosed.
- (E) Subject to the Statutes, the Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

106. The Directors or any Committee of Directors may from time to time elect a Chairman and a Vice-Chairman. The Chairman or in his absence the Vice-Chairman shall preside at Directors' meetings but if no such Chairman or Vice-Chairman be elected or if at any meeting neither the Chairman nor the Vice-Chairman be present within fifteen minutes after the time appointed for holding the same the Directors present may choose one of their number to be chairman of the meeting.

107. The Directors may delegate any of their powers (other than the powers to borrow and make calls) to committees consisting of such member or members of their body as they think fit. Any committees so formed shall in the exercise of the power so delegated conform to any regulations that may from time to time be imposed upon them by the Board. The Chairman of the Board shall be an ex officio member of all committees.

108. All acts bona fide done by any meeting of Directors or by a Committee of Directors or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified or were not entitled to vote be as valid as if every person had been duly appointed and was qualified to be a Director and had continued to be a Director and had been entitled to vote. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions for the time being vested in or exercisable by the Directors.

109. The Directors shall cause proper minutes to be made of all General Meetings of the Company, and also of all appointments of officers and of the proceedings of all meetings of Directors, and Committees of Directors and of the attendances thereat, and all business transacted, resolutions passed and orders made at such meetings; and any such minute of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

110. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as valid and effectual as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more of such Directors or alternates.

LOCAL MANAGEMENT

111. The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality whether at home or abroad, in such manner as they think fit, and the provisions contained in the four next following Articles shall be without prejudice to the general powers conferred by this paragraph.

112. The Directors from time to time, and at any time, may establish any local boards or agencies for managing any of the affairs of the Company in any such specified locality, and may appoint any persons to be members of such local board, or any managers or agents, and may fix their remuneration. And the Directors from time to time, and at any time, may delegate to any person so appointed any of the powers, authorities and discretions for the time being vested in the Directors, other than the power of making calls, and may authorise the members for the time being of any such local board, or any of them, to fill up any vacancies therein, and to act notwithstanding vacancies; and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation.

113. The Directors may at any time and from time to time, by power of attorney under the Company's Seal, appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents), and for such period and subject to such conditions as the Directors may from time to time think fit; and any such appointment may (if the Directors think fit) be made in favour of the members or any of the members of any local board established as aforesaid, or in favour of any company, or of the members, directors, nominees, or managers of any company or firm, or in favour of any fluctuating body of persons, whether nominated directly or indirectly by the Directors; and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney or attorneys as the Directors may think fit.

114. Any such delegates or attorneys as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.

115. Subject to the Statutes the Company may exercise the powers conferred by Section 35 of the Companies Act 1948 and the Company, or the Directors on behalf of the Company, may cause to be kept in any territory a branch register of members resident in that territory. The Directors may make such provisions as they think fit respecting the keeping of such branch register.

THE SEAL

116. (A) The Directors shall provide for the safe custody of the Seal and the Securities Seal (if any) and neither shall be used without the authority of the Directors or of a committee of the Directors in that behalf.

- (B) Every instrument to which the Seal shall be affixed shall be signed autographically by one Director and the Secretary or by two Directors save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signature or either of them shall be dispensed with or affixed by some method or system of mechanical signatures.
- (C) The Securities Seal shall be used only for sealing securities issued by the Company and documents creating or evidencing securities so issued. Any such securities or documents sealed with the Securities Seal shall not require to be signed.

THE SECRETARY

117. The Directors may from time to time by resolution appoint a Secretary of the Company and may also from time to time by resolution appoint a temporary substitute for the Secretary, who shall, for all the purposes of these Articles be deemed to be the Secretary during the period for which he is appointed.

PROFIT EARNED BEFORE ACQUISITION OF A BUSINESS

118. Subject to the provisions of the Statutes, where any asset, business or property is bought by the Company as from a past date upon the terms that the Company shall as from that date take the profits and bear the losses thereof, such profits or losses, as the case may be, shall, at the discretion of the Directors, be credited or debited wholly or in part to revenue account and treated for all purposes as profits or losses of the Company. If any shares or securities are purchased cum dividend or interest, such dividend or interest when paid may, at the discretion of the Directors, be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

DIVIDEND AND RESERVE FUNDS

119. Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company which it shall from time to time be determined to distribute by way of dividend shall be applied in payment of dividends upon the shares of the Company provided that, save to the extent permitted by the terms of issue, the holders of partly paid shares shall not be entitled to any dividend and no amount paid on any such shares in advance of any call shall be treated as paid on such share.

120. The Directors may, with the sanction of a General Meeting from time to time declare dividends, but no such dividend shall be payable otherwise than out of the profits of the Company available for that purpose. No higher dividend shall be paid than is recommended by the Directors. The Directors may, if they think fit, and if in their opinion the position of the Company justifies such payment, without any such sanction as aforesaid, from time to time declare and pay an interim dividend.

121. With the sanction of a General Meeting, dividends may be paid wholly or in part in specie and may be satisfied in whole or in part by the distribution amongst the members in accordance with their rights of fully paid shares, debentures or other securities of any other company, or of any other property suitable for distribution as aforesaid. The Directors shall have full liberty to make all such valuations, adjustments and arrangements and to issue all such certificates or documents of title (including certificates or documents of title representing

fractions) as may in their opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property and no valuation, adjustment or arrangement so made shall be questioned by any member.

122. The Directors may, subject to any preferential rights attached to any shares, debentures or other securities for the time being issued by the Company, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve fund or reserve funds, which shall at the discretion of the Directors be applicable for any purposes to which the profits of the Company may properly be applied and pending such application the Directors may employ the sums or any part thereof from time to time so set apart as aforesaid in the business of the Company or invest the same in such investments as they may select. The Directors may also from time to time carry forward such sums as may be deemed expedient in the interests of the Company. In carrying sums to reserve and in applying the same the Directors shall comply with the provisions of the Statutes.

123. (A) The Directors may retain any dividend or other moneys payable in respect of any shares held by a member, either alone or jointly and on which the Company has a lien and may apply the same in or towards satisfaction of the debts or liabilities in respect of which the lien exists.

(B) The Directors may retain any dividend or other moneys payable in respect of any share in respect of which any person is under the provisions as to transmission of shares herein contained entitled to become a member or which any person is under those provisions entitled to transfer until such person shall become a member in respect of such share or shall transfer the same and the transferee shall become a member.

124. Any dividend, instalment of dividend or interest in respect of any share may be paid by cheque or warrant payable to the order of the member entitled thereto, or (in the case of joint holders) of that member whose name stands first on the register of members in respect of the joint holding. Every such cheque or warrant shall (unless otherwise directed) be sent by post to the last registered address of the member entitled thereto, and the receipt of the person whose name appears on the register of members as the owner of any share or, in the case of joint holders, of any one of such holders, or of his or their agent duly appointed in writing, shall be a good discharge to the Company for all dividends or other payments made in respect of such shares. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

125. No unpaid dividend or other moneys payable on or in respect of any share shall bear interest as against the Company.

126. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend unclaimed after a period of twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

127. Any resolution declaring a dividend on shares whether a resolution in General Meeting or a resolution of the Directors, may specify that the same shall be payable to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable to them in accordance with their respective holdings so registered.

CAPITALISATION OF PROFITS AND RESERVES

128. The Company in General Meeting may at any time and from time to time on the recommendation of the Board resolve that any sum not required for the payment or provision of any fixed preferential dividend, and (a) for the time being standing to the credit of any reserve fund or reserve account of the Company, including premiums received on the issue of any shares, debentures or debenture stock of the Company, or (b) being undivided net profits in the hands of the Company, be capitalised (and that such sum or any sum realised in the sale or payment off of any capital assets in excess of book value of the same and any other moneys in the nature of accretion to capital be appropriated as capital) to and amongst the ordinary shareholders in proportion to the number of Ordinary Shares held by them respectively and in such manner as the resolution may direct, and such resolution shall be effective; and the Directors shall in accordance with such resolution apply such sum in paying up in full any unissued shares in the capital of the Company for allotment and distribution credited as fully paid up amongst such shareholders in the proportions aforesaid, or shall apply such sum or any part thereof on behalf of the shareholders aforesaid in paying up the whole or part of any uncalled balance which shall for the time being be unpaid in respect of any issued Ordinary Shares held by such shareholders or otherwise deal with such sum as directed by such resolution. Where any difficulty arises in respect of any such distribution the Directors may settle the same as they think expedient, and in particular may make such arrangements as they think fit for fractional entitlements which may arise (including provisions whereby fractional entitlements are disregarded or the benefit thereof accrues to the Company rather than the member concerned). The Directors may authorise any person to enter into an agreement with the Company on behalf of all the members interested providing for such capitalisation and other incidental matters and any such agreement shall be effective and binding on all concerned.

ACCOUNTS

129. The Directors shall cause accounts to be kept:—

- (A) Of the assets and liabilities of the Company;
- (B) Of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and
- (C) Of all transactions of the Company.

The accounting records shall be kept at the registered office of the Company or at such other place or places as the Directors shall think fit, and shall always be open to the inspection of the Directors.

130. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members, and except as conferred by law or authorised by the Directors or by a resolution of the Company in General Meeting no member (not being a Director) or other person shall have any right of inspecting any account or book or document of the Company.

131. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before the Company in General Meeting such financial statements and reports as are specified in the Statutes.

132. A copy of every balance sheet and profit and loss account (including every document required by law to be comprised therein or annexed thereto) which is to be laid before the Company in General Meeting shall not less than twenty-one days before the date of the meeting be sent to every member and to every other person who is entitled to receive notices from the Company under the provisions of the Statutes or these Articles Provided that this Article shall not require copies of such documents to be sent to any person of whose address the Company is not aware nor to more than one of the joint holders of any shares or debentures. If any of the Company's shares or debentures is for the time being listed on The Stock Exchange there shall be forwarded to the appropriate office of The Stock Exchange the requisite number of copies under its regulations on practice.

AUDIT

133. Auditors shall be appointed and their duties regulated in accordance with the Statutes. The Auditors (or a representative thereof) shall be entitled to attend any Annual General Meeting, to receive notice of and to be heard at such meeting on any business which concerns them.

NOTICES

134. A notice or any other document may be served or delivered by the Company upon any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register of members, or if he has no registered address within the United Kingdom to the address (if any) within the United Kingdom supplied by him to the Company as his address for service, or by delivering it to such address as aforesaid.

135. All notices directed to be given to the members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the register of members, and any notice so given shall be sufficient notice to all the holders of such share.

136. Any notice or other document, if served or sent by post, shall be deemed to have been served or delivered at the time when the cover containing the same is put into the post, and in proving such service or sending it shall be sufficient to prove that the cover containing the notice or document was properly addressed, stamped and posted.

137. Any notice or other document served upon or sent to any member in accordance with these Articles shall, notwithstanding that he be then deceased or bankrupt, and whether the Company has notice of his death or bankruptcy or not, be deemed to be duly served or sent in respect of any shares held by him (either alone or jointly with others) until some other person is registered in his stead as the holder or joint holder of such shares and such service or sending shall be a sufficient service or sending on or to his executors, administrators or assigns and all other persons (if any) interested in such shares.

138. A member who (having no registered address within the United Kingdom) has not supplied to the Company an address within the United Kingdom for the service of notices shall not be entitled to receive notices from the Company.

139. If at any time by reason of the total suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a General Meeting by notices sent through the post, a General Meeting may be

convened by a notice advertised on the same date in at least two leading daily newspapers (at least one of which shall be a London newspaper) and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least forty-eight hours prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

WINDING-UP

140. If the Company shall be wound up the Liquidator may, with the authority of an Extraordinary Resolution divide among the members in specie or kind the whole or any part of the property and assets of the Company and may for such purpose set such value as he deems fair upon any one or more class or classes of property and assets and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may with the like authority, vest any part of the property and assets in trustees upon such trusts for the benefit of members as the Liquidator with the like authority shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

INDEMNITY

141. Subject to the provisions of and so far as may be permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without 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 any statute for relief from liability in respect of any such act or omission in which relief is granted by the court.

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Company number 439083

MEMORANDUM OF ASSOCIATION
OF
PROPERTY HOLDING & INVESTMENT TRUST LIMITED

Incorporated the 17th July 1947

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

PROPERTY HOLDING & INVESTMENT TRUST LIMITED

(as adopted by Special Resolution passed on 15 April 1996)

1. The name of the Company is "PROPERTY HOLDING & INVESTMENT TRUST LIMITED".*
2. The Registered Office of the Company will be situate in England and Wales.
3. The objects for which the Company is established are:-
 - (a) (i) To purchase or by any other means acquire such freehold, leasehold, or other property for any estates or interest whatever, and such buildings, leases, underleases, rights, privileges, stocks, shares, debentures, debenture stock, bonds, obligations or securities of any government or authority or of any company, corporate or unincorporate, policies of life assurance, and such other property and rights and interests in property as the Company shall deem fit, but so that the Company shall not have power to deal or traffic in lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations or securities, policies of life assurance or other property or assets and may acquire the same for the purpose of investment only and with a view to holding and managing the same and receiving the income therefrom.
 - (ii) To build, maintain, alter, enlarge, pull down and remove or replace any buildings and to let or lease, develop and manage any of the Company's properties, to collect rents and income and to supply to tenants and occupiers such amenities, facilities and advantages as may be deemed expedient.
- (b) To carry on any other business whatsoever which can in the opinion of the Directors be advantageously or conveniently carried on by the Company by way of extension of or in connection with any business which the Company is authorised to carry on or is calculated directly or indirectly to develop any business which the Company is authorised to carry on or to increase the value of or turn to account any of the Company's assets, property or rights.

* Property Holding & Investment Trust Limited was re-registered as a Public Company on 19 March 1982.

The Company was re-registered as a Private Company by a Special Resolution passed on 15 April 1996.

- (c) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (d) To acquire the whole or any part of the business, property and liabilities of any company or person possessed of property suitable for the purposes of the Company, or carrying on or proposing to carry on any business which the Company is authorised to carry on or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to undertake and carry on or to liquidate and wind up any such business.
- (e) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights and privileges for any purpose in connection with any business which the Company is authorised to carry on
- (f) To apply for, take out, purchase or otherwise acquire and maintain any designs, trade marks, patent rights, inventions, copyrights or secret processes and any other intangible property and to use, exercise, develop, grant licences in respect of or otherwise turn to account any such property, rights and information
- (g) To receive money on deposit or loan with or without allowance of interest thereon and to borrow, raise or secure the payment of money by mortgage, charge or lien or by the issue of debentures or debenture stock perpetual or otherwise or in any other manner either with or without security and to charge all or any of the property or assets of the Company whether present or future including its uncalled capital to support any obligation of the Company or any other company, firm or person and collaterally or further to secure any securities of the Company by a trust deed or other assurance.
- (h) To invest and turn to account any moneys in the acquisition or upon the security of any real or personal property of any kind whatsoever or by placing the same on deposit or in any other manner.
- (i) To draw, make, accept, endorse, negotiate, discount, execute and issue and to buy and sell promissory notes, bills of exchange and other negotiable or transferable instruments or securities.
- (j) To advance and lend money with or without security and to guarantee the performance of the contracts or obligations or repayment of capital and the principal of and dividends, interest or premiums payable on any stock, shares, securities or debentures of or other investments in any company, firm or person and to give all kinds of indemnities.
- (k) To pay for any property rights or easements acquired by the Company either in cash or in exchange for any stock, shares, securities or debentures of or other investments in any company as the Directors may think fit or otherwise and to accept any stock, shares, securities, debentures of or other investments in any company or otherwise as the Directors may think fit in payment or part payment of any obligation of any company.
- (l) to vest any real or personal property rights or interests acquired by or belonging to the Company in any company or person on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company.
- (m) To sell, lease, exchange, grant licences, easements and other rights over and in any other manner dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as the Directors may think fit.
- (n) To distribute in specie among the members of the Company any property of the Company.

- (o) To surrender or claim group relief and make payments for group relief for the purposes of corporation or any other tax and to surrender or claim or make payments in respect of any other like or similar relief and to enter into and carry into effect any agreement for such purposes.
- (p) To establish or promote or concur in establishing or promoting any company for the purposes of acquiring the whole or any part of the property, business or undertaking of the company or for furthering any of the objects of the Company.
- (q) To amalgamate or enter into partnership or any joint venture or profit-sharing arrangement with any other company, firm or person and to reconstruct the Company in any manner authorised from time to time by law.
- (r) To take all necessary and/or proper steps in Parliament or with the authorities national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of furthering the interests of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any steps taken by any other company or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (s) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which in the opinion of the Directors is likely directly or indirectly to further the objects of the Company or the interest of its members.
- (t) To grant pensions or gratuities to and provide for the welfare of any persons who are or at any time have been employees, officers or directors of the company or its predecessors in any business of the Company or of any company in which the company is in any way interested or the families, relations, connections or dependants of any such persons and to establish or support associations, institutions, clubs, funds and trusts which may be considered likely to benefit any such persons or otherwise advance the interests of the company or of its members and to make payments towards insurances to institute or contribute to pensions schemes and to establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the company's employees (including any Director holding a salaried office or employment) or (so far as may from time to time be permitted by law) any of the company's subsidiaries and to lend money to such employees to enable them to acquire shares in the Company and to formulate and carry into effect any scheme for sharing profits with any such employees.
- (u) To purchase any of the shares of the Company.
- (v) To undertake and carry on the office or offices and duties of trustee, custodian trustee, executor, administrator, liquidator, receiver, attorney or nominee of or for any company or person, scheme, trust fund, government, state, municipal or other body politic and to undertake and execute any trust or discretion and to distribute amongst the beneficiaries, pensioners or other persons entitled thereto any income, capital or annuity whether periodically or otherwise and whether in money or specie in furtherance of any trust, discretion or other obligation or permission.
- (w) To do all or any of the things and matters aforesaid in any part of the world and either as principals, agents, independent contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (x) To do all such other things as the Directors may think incidental or conducive to the above objects or any of them.

The objects set for the in any sub-clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but the Company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in anyone or more of the said sub-clauses.

Where the context so admits the phrase "company or person" shall be deemed to include any body corporate or unincorporate, association, firm, company or person and the word "company" shall be deemed to include any body corporate or unincorporate.

4. The liability of the members is limited
5. The share capital of the Company is £100, divided into 100 Shares of £1 each.

Notes:

1. By Ordinary Resolutions passed on 22 July 1947, it was resolved (a) that each of the existing £1 shares in the Company's capital be divided into two shares of 10s. 0d each; (b) that the capital of the Company be increased to £2,250,000 by the creation of 750,000 $4\frac{1}{4}$ per cent. Cumulative Preference Shares of £1 each and 2,999,800 additional Ordinary Shares of 10s 0d each; (c) that all shares in the capital of the Company then or thereafter issued be converted into stock of the relative class or classes forthwith as and when the same became fully paid up transferable in amounts equal to the nominal amount of such shares and multiples thereof.
2. By an Ordinary Resolution passed on the 12 August 1959, it was resolved that the capital of the Company be increased to £3,750,000 by the creation of 3,000,000 additional Ordinary Shares of 10s. 0d. each
3. By an Ordinary Resolution passed on 24 July 1968, it was resolved (a) that the 5,410,171 issued Ordinary Stock units of 10s each and the 499,377 issued $4\frac{1}{4}$ per cent. Cumulative Preference Stock units of £1 each in the capital of the Company be converted into 10,820,342 Ordinary Shares of 5s. each and 499,377 $4\frac{1}{4}$ per cent. Cumulative Preference Shares of £1 each respectively and (b) that the 589k829 unissued Ordinary Shares of 10s. each in the capital of the Company be subdivided into 1,179,658 Ordinary Shares of 5s. each.
4. By an Ordinary Resolution passed on 19 July 1973 the authorised share capital of the Company was increased to £4,000,000 by the creation of 1,000,000 Ordinary shares of 25p each
5. By an Ordinary Resolution passed on 23 July 1979, the authorised share capital of the company was increased to £13,500,000 by the creation of 38,000,000 Ordinary Shares of 25p each.
6. By an Ordinary Resolution passed on 27 July 1981 the authorised share capital of the Company was increased by £15,000,000 by the creation of 6,000,000 Ordinary Shares of 25 p each.

7. By an Ordinary Resolution passed on 9 July 1984 the authorised share capital of the Company was increased to £25,750,000 by the creation of 43,000,000 Ordinary Shares of 25p each.

We, the several persons whose Names, Addresses and Descriptions 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 DESCRIPTION
OF SUBSCRIBERS**

**Number of Shares
Taken by each Subscriber**

THOMAS BENJAMIN WILLMITT
6 Tower Road
Dartford
Kent

ONE

Secretary to Public Companies

JOHN EDWARD KENYON CLARKE
86 George V Avenue
Pinner
Middlesex

ONE

Incorporated Accountant

Dated the 9 day of July 1947

Witness to the above Signatures:-

F W Dymond
5 Bishopsgate
London
EC2

Clerk to Markby, Stewart & Wadesons, Solicitors