

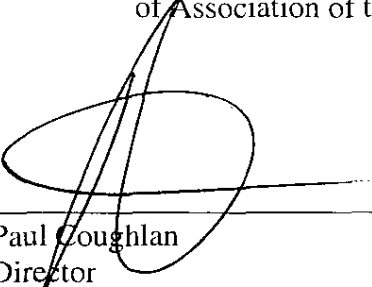
Company Number: 894934

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS OF THE SOLE MEMBER
OF
SCOTSTOUN PROPERTY LIMITED
(the "Company")

Passed on 21 August 2019

The following special resolution was passed by the sole member of the Company at a general meeting duly convened and held at 8 Fitzroy Street, London, W1T 4BJ, United Kingdom on 21 August 2019:

- **THAT** the Company's Articles of Association attached to this special resolution be approved and adopted as the new Articles of Association of the Company in substitution for, and to entire exclusion of, the existing Articles of Association of the Company.



Paul Coughlan
Director
For and on behalf of Ove Arup Limited

Date: 21 August 2019



Company Number: 00894934

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

SCOTSTOUN PROPERTY LIMITED

(“the Company”)

(As amended by Special Resolution on 21 August 2019)

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1. INTERPRETATION AND LIMITATION OF LIABILITY

1.1. Defined terms

In the articles, unless the context requires otherwise—

Articles	means the Company's articles of association;
Bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
Chair	has the meaning given in articles 3.6 and 9.4;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
Director(s)	means a director(s) of the Company, and includes any person occupying the position of director, by whatever name called;
Document	includes, unless otherwise specified, any document sent or supplied in electronic form;
Fully Paid	in relation to a share, means that the nominal value and any premium to be paid to the Company in respect of that share have been paid to the Company;
Holder	in relation to shares means the person whose name is entered in the register of members as the holder of the shares;
Ordinary Resolution	has the meaning given in section 282 of the Companies Act 2006;
Paid	means paid or credited as paid;
Shareholder	means a person who is the holder of a share;
Shares	means shares in the Company;
Special Resolution	has the meaning given in section 283 of the Companies Act 2006;
Subsidiary	has the meaning given in section 1159 of the Companies Act 2006;
Writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

1.2. Liability of members

The liability of the members is limited to the amount, if any, unpaid on the Shares held by them.

1.3. Actions as a Subsidiary

- (1) The transfer, sale, distribution or other disposal of any of the assets of the Company (other than in the ordinary course of business) shall only be carried out by Ordinary Resolution passed at a general meeting.
- (2) The Company may, by Ordinary Resolution passed at a general meeting acquire or dispose of any shares, debentures, stock or other securities in any other company
- (3) A summary of matters reserved for the Shareholders is listed at schedule 1 attached to the Articles.

2. DIRECTORS' POWERS AND RESPONSIBILITIES

2.1. Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all of the powers of the Company.

2.2. Shareholders' reserve power

- (1) The Shareholders may by Special Resolution direct the Directors to take, or refrain from taking, specified action.
- (2) No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

2.3. Directors may delegate

- (1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them—
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;as they think fit.
- (2) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- (3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

2.4. Committees

- (1) Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
- (2) The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

3. DECISION-MAKING BY DIRECTORS

3.1. Directors to take decisions collectively

The general rule is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with article 3.2.

3.2. Unanimous decisions

- (1) A decision of the Directors is taken in accordance with this article when all eligible Directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in Writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in Writing.
- (3) References in this article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.
- (4) A decision may not be taken in accordance with this article if the eligible Directors would not have formed a quorum at such a meeting.

3.3. Calling a Directors' meeting

- (1) Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice at any time as they see fit.
- (2) Notice of any Directors' meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- (3) Notice of a Directors' meeting must be given to each Director, but need not be in Writing.
- (4) Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

3.4. Participation in Directors' meetings

- (1) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when—
 - (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (2) In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

- (3) If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

3.5. Quorum for Directors' meetings

- (1) The quorum necessary for the transaction of business of the Directors shall be two.
- (2) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

3.6. Chairing of Directors' meetings

- (1) The Directors may appoint a Director to chair their meetings.
- (2) The person so appointed for the time being is known as the Chair.
- (3) The Directors may terminate the Chair's appointment at any time.
- (4) If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

3.7. Casting votes

In the case of an equality of votes at a meeting of the Directors (or at a meeting of a committee of Directors), the Chair – or, if another Director has been appointed to chair the meeting in accordance with s3.6(4), that Director – shall not have a casting vote.

3.8. Conflicts of interest

- (1) A Director may vote, at any meeting of the Directors or any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he/she has, directly or indirectly, any kind of interest whatsoever, and if he/she shall vote on any such resolution as aforesaid he/she shall be taken into account in calculating the quorum present at the meeting.
- (2) No Director will be regarded as having a conflict of interest by virtue only of being a director of any Subsidiary or holding company of the Company, either directly or indirectly, or a fellow subsidiary of the holding company. To the extent that a conflict does in fact arise by virtue only of being a director of any Subsidiary or holding company of the Company, either directly or indirectly, or a fellow Subsidiary of the holding company, such conflict is deemed to have been notified to, and authorised by, the Company.

3.9. Records of decisions to be kept

The Directors must ensure that the Company keeps a record, in Writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Directors in accordance with articles 3.1, 3.2 and 3.10.

3.10. Directors' discretion to make further rules

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

4. APPOINTMENT OF DIRECTORS

4.1. Appointment of Directors

- (1) The appointment of a Director, either to fill a casual vacancy in the number of Directors or as an additional Director, shall be effected only by the written authority of an authorised representative of the shareholder(s).
- (2) Unless otherwise determined by Ordinary Resolution, the number of Directors shall not be subject to any maximum but shall be not less than two.

4.2. Termination of Director's appointment

- (1) A person ceases to be a Director as soon as—
 - (a) that person ceases to be a Director by virtue of any provision of the Companies Acts or is prohibited from being a Director by law;
 - (b) a Bankruptcy order is made against that person;
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts; and
 - (d) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.
- (2) Any Director may be removed before the expiration of his / her term of office by Ordinary Resolution.

4.3. Directors' remuneration

The Directors will not be remunerated for their services as a Director, unless the Company by Ordinary Resolution redecides otherwise. Unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

4.4. Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at—

- (a) meetings of Directors or committees of Directors,
- (b) general meetings, or
- (c) separate meetings of the Holders of any class of Shares or of debentures of the Company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

5. COMPANY SECRETARY

5.1. Appointment of Secretary

The Secretary shall be appointed by Ordinary Resolution.

6. SHARES

6.1. Change to share capital

The Company may, by Ordinary Resolution, increase, consolidate or subdivide the share capital of the Company.

6.2. Powers to issue different classes of Share

- (1) Subject to the Articles, but without prejudice to the rights attached to any existing Share, the Company may issue Shares with such rights or restrictions as may be determined by Ordinary Resolution.
- (2) The Company may issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Holder, and the Directors may determine the terms, conditions and manner of redemption of any such Shares.

6.3. Share certificates

- (1) The Company must issue each Shareholder, free of charge, with one or more certificates in respect of the Shares which that Shareholder holds.
- (2) Every certificate must specify—
 - (a) in respect of how many Shares, of what class, it is issued;
 - (b) the nominal value of those Shares;
 - (c) that the Shares are Fully Paid; and
 - (d) any distinguishing numbers assigned to them.
- (3) No certificate may be issued in respect of Shares of more than one class.
- (4) If more than one person holds a Share, only one certificate may be issued in respect of it.
- (5) Certificates must be executed in accordance with the Companies Acts.

6.4. Replacement share certificates

- (1) If a certificate issued in respect of a Shareholder's Shares is—
 - (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed, that Shareholder is entitled to be issued with a replacement certificate in respect of the same Shares.
- (2) A Shareholder exercising the right to be issued with such a replacement certificate—
 - (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
 - (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced; and
 - (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

6.5. Share transfers

All business in relation to the issue, sale, redemption, transfer, or other transaction in respect of shares in the Company shall be carried out by Ordinary Resolution.

7. DIVIDENDS AND OTHER DISTRIBUTIONS

7.1. Procedure for declaring dividends

- (1) The directors (without the sanction of a general meeting) or a general meeting on the recommendation of the Directors, may declare a dividend whether interim or final to be paid to the Shareholders according to the Shareholder's rights and interests at the time of entitlement to such dividend, only in the following circumstances:
 - (a) where the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend; and
 - (b) where the payment of the dividend is fair and reasonable to the Company's Members as a whole; and
 - (c) where the payment of the dividend does not materially prejudice the Company's ability to pay its creditors;
- (2) a General Meeting will not declare a larger dividend than is recommended by the Directors;
- (3) the Directors may in their discretion declare and pay or recommend such dividends as in their opinion the position of the Company justifies.
- (4) The Directors may fix the time for payment of a dividend and if no time is so fixed the dividend will be payable upon its declaration; and
- (5) where at any time there is more than one class of share in issue, then subject to clause 7.1(a) being complied with and to the rights applicable to the shares concerned, dividends whether interim or otherwise may be declared and paid at different rates for different classes of shares. The dividends may be declared and paid on the shares of any one or more class or classes of shares to the exclusion of the shares of any other class or classes of shares provided that the shares comprising a particular class of shares will as between those shares participate in any such dividends declared equally.

8. CAPITALISATION OF PROFITS

8.1. Authority to capitalise and appropriation of capitalised sums

- (1) Subject to the Articles, the Directors may, if they are so authorised by an Ordinary Resolution—
 - (a) decide to capitalise any profits of the Company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the Company's share premium account or capital redemption reserve; and
 - (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

- (2) Capitalised sums must be applied—
 - (a) on behalf of the persons entitled, and
 - (b) in the same proportions as a dividend would have been distributed to them.
- (3) Any capitalised sum may be applied in paying up new Shares of a nominal amount equal to the capitalised sum which are then allotted credited as Fully Paid to the persons entitled or as they may direct.
- (4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the Company which are then allotted credited as Fully Paid to the persons entitled or as they may direct.
- (5) Subject to the Articles the Directors may—
 - (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
 - (b) make such arrangements as they think fit to deal with Shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and
 - (c) authorise any person to enter into an agreement with the Company on behalf of all the persons entitled which is binding on them in respect of the allotment of Shares and debentures to them under this article.

9. ORGANISATION OF GENERAL MEETINGS

9.1. Notice of General Meeting

A general meeting of the Company (other than an adjourned meeting) must be called by notice of at least 14 days. A general meeting may be called by shorter notice than that required if shorter notice is agreed by Shareholders that collectively hold greater than 50% of the shares having the right to attend and vote at the general meeting.

9.2. Attendance and speaking at general meetings

- (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (2) A person is able to exercise the right to vote at a general meeting when—
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (3) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

9.3. Quorum for general meetings

- (1) In the case of the Company having only one member, one Shareholder present at a meeting is a quorum. In any other case, two Shareholders present at a meeting are a quorum.
- (2) No business other than the appointment of the Chair is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

9.4. Chairing general meetings

Those present at a duly convened general meeting must appoint a Director or Shareholder to chair the meeting (to be referred to as the Chair), and the appointment of the Chair must be the first business of the meeting.

9.5. Attendance and speaking by Directors and non-Shareholders

- (1) Directors may attend and speak at general meetings, whether or not they are Shareholders.
- (2) The Chair may permit other persons who are not—
 - (a) Shareholders of the Company, or
 - (b) otherwise entitled to exercise the rights of Shareholders in relation to general meetings, to attend and speak at a general meeting.

9.6. Adjournment

- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair must adjourn it.
- (2) The Chair may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the Chair that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The Chair must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the Chair must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)—
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

10. VOTING AT GENERAL MEETINGS

10.1. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

10.2. Errors and disputes

- (1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (2) Any such objection must be referred to the Chair, whose decision is final.

10.3. Poll votes

- (1) A poll on a resolution may be demanded—
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- (2) A poll may be demanded by—
 - (a) the Chair;
 - (b) the Directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the Shareholders having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
 - (a) the poll has not yet been taken, and
 - (b) the Chair consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the Chair directs.

10.4. Amendments to resolutions

- (1) An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if—
 - (a) notice of the proposed amendment is given to the company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chair, materially alter the scope of the resolution.
- (2) A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if—
 - (a) the Chair proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- (3) If the Chair, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

11. ADMINISTRATIVE ARRANGEMENTS

11.1. Means of communication to be used

- (1) Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Acts provide for Documents or information which are authorised or required by any provision of those acts to be sent or supplied by or to the Company.
- (2) Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- (3) A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

11.2. Company seals

- (1) The Directors may decide if the Company adopts a common seal or not from time to time, and by what means and in what form any common seal is to be used.
- (2) Any common seal may only be used by the authority of the Directors.
- (3) Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- (4) For the purposes of this article, an authorised person is—
 - (a) any Director of the company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the Directors for the purpose of signing Documents to which the common seal is applied.

11.3. No right to inspect accounts and other records

Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a Shareholder.

11.4. Provision for employees on cessation of business

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that Subsidiary.

12. DIRECTORS' INDEMNITY AND INSURANCE

12.1. Indemnity

- (1) Subject to paragraph (2), a Relevant Director of the Company or an associated company may be indemnified out of the Company's assets against—
 - (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,
 - (b) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
 - (c) any other liability incurred by that Director as an officer of the Company or an associated company.
- (2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article—
 - (a) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a "Relevant Director" means any Director or former director of the Company or an associated company.

12.2. Insurance

- (1) The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant Director in respect of any Relevant Loss.
- (2) In this article—
 - (a) a "Relevant Loss" means any loss or liability which has been or may be incurred by a Relevant Director in connection with that Director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
 - (b) companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.

Schedule 1: Matters reserved for the Shareholder

Matters for approval by the Shareholders of the Company by Ordinary Resolution include, but are not limited to, the following matters:

- (1) Any transfer, sale, distribution or otherwise disposal of any of the assets of the Company, other than in the ordinary course of business. (Article 1.3(1))
- (2) Any acquisition or disposal of any shares, debentures, stock or other securities in any other company. (Article 1.3(2))
- (3) Increasing or reducing the maximum number of the Directors. (Article 4.1(2))
- (4) Removing a director before the expiration of his / her term of office. (Article 4.2(2))
- (5) Determining the remuneration of the Directors. (Articles 4.3)
- (6) Appointing a secretary of the Company. (Article 5.1)
- (7) Any increase, consolidation or subdivision of the share capital of the Company. (Article 6.1)
- (8) Issuing Shares with rights or restrictions without prejudice to the rights attached to any existing Share. (Article 6.2(1))
- (9) Any further issue, sale, redemption, transfer, or other transaction in respect of shares in the Company. (Article 6.5)
- (10) Capitalising any profits of the Company and appropriating any sum. (Article 8.1)
- (11) Amending Ordinary Resolutions and Special Resolutions to be proposed at a general meeting. (Article 10.4)

Matters for approval by the Shareholders of the Company by written authority include, but are not limited to, the following matters:

- (1) Appointing a Director, either to fill a casual vacancy in the number of Directors or as an additional Director. (Article 4.1(1))