

**THE COMPANIES ACTS 1985 TO 2006**

**COMPANY LIMITED BY SHARES**

**Articles of Association**

**of**

**L.D.C. TRUST MANAGEMENT LIMITED**

**(Article 12.3 amended by Special Resolution 26 September 2008)**

TUESDAY



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**PRELIMINARY**

- 1 The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

**SHARE CAPITAL**

- 2 The share capital of the Company is £100 divided into 100 Ordinary Shares of £1 each.
- 3 1 Subject to Section 80 of the Act, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper.
- 3 2 (a) Pursuant to and in accordance with Section 80 of the Companies Act 1985 the Directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of incorporation of the Company all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £100,
- (b) by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period.
- 3 3 words and expressions defined in or for the purpose of the said Section 80 shall bear the same meanings in this Article.

**PROCEEDINGS AT GENERAL MEETINGS**

- 4 In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 shall be extended accordingly. Regulation 53 (as so extended) shall apply *mutatis mutandis* to resolutions in writing of any class of members of the Company.
- 5 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter of power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument may be in the form of a facsimile or other machine-made copy, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An

instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates Regulation 62 shall not apply

### **VOTES OF MEMBERS**

- 6 At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member present in person or by proxy (or being a corporation present by a duly authorised representative) shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder Regulation 54 shall not apply

### **ALTERNATE DIRECTORS**

- 7 1 An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, his voting rights shall be cumulative but he shall not be counted more than once for the purposes of the quorum If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles, nor shall he be deemed to be the agent of his appointor Regulations 66 and 69 shall not apply
- 7 2 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct

### **DELEGATION OF DIRECTORS' POWERS**

- 8 In addition to the powers to delegate contained in Regulation 72, the Directors may delegate any of their powers or discretions (including without prejudice to the generality of the foregoing all powers and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to committees consisting of one or more Directors and (if thought fit) one or more other named person or persons to be co-opted as hereinafter provided Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and may provide for members who are not Directors to have voting rights as members of the committee but so that (a) the number of members who are Directors shall be not less than one-half of the total number of members of the committee and (b) no meeting of the committee shall be quorate unless at least one half of those present are Directors Regulation 72 shall be modified accordingly

## **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 9 The Directors shall not be subject to retirement by rotation Regulations 73 to 75 and the second and third sentences of Regulation 79 shall not apply, and other references in the said Table A to retirement by rotation shall be disregarded

## **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 10 The office of a director shall be vacated if –
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director, or
  - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
  - (c) he is, or may be, suffering from mental disorder and either-
    - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1969, or
    - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs or,
  - d) he resigns his office by notice to the Company, or
  - e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated, or
  - f) he is disqualified from being a trustee of any trust scheme under or pursuant to Section 29 of the Pensions Act 1995, or
  - g) if he shall in writing offer to resign and the directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-directors (being at least two in number) 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 and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company
- Regulation 81 shall not apply ”

## **REMUNERATION OF DIRECTORS**

- 11 Any Director who serves on any committee, 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 or may receive such other benefits as the Directors may determine Regulation 82 shall be extended accordingly

## **PROCEEDINGS OF DIRECTORS**

- 12 1 For the purposes of these Articles any Director who is able (directly or by telephonic or other communication) to speak, hear and be heard by each of the other Directors present or deemed to be present at any meeting of the Directors, shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in the quorum accordingly Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is, and the word “meeting” shall be construed accordingly A resolution in writing signed by a majority of the Directors entitled to receive notice of a meeting shall be sufficiently signed and Regulation 93 shall be modified accordingly
- 12 2 A resolution in writing signed by a majority of the Directors entitled to receive notice of a meeting shall be sufficiently signed and Regulation 93 shall be modified accordingly
- 12 3 Any potential or actual conflict of interest of a director, as defined in section 175 of the Companies Act 2006, should be identified by the board of directors who have the power to consider and, if deemed appropriate, authorise the conflict “Director” includes persons

connected with a director as defined in section 252 of the Companies Act 2006. The director under consideration should take no part in the discussion nor vote on the resolution to authorise the conflict and a majority of the remaining directors voting is required to pass such resolution. No authorisation of a potential or actual conflict of interest relieves a director receiving such authorisation from his statutory and fiduciary duties. Where a director, having received authority for a potential conflict situation, is subsequently judged to be in a position of actual conflict, the remaining directors must resolve to exclude the director in question from all discussion on the subject or resolve to take other such action as deemed appropriate.

#### **THE SEAL**

- 13.1 The Directors shall provide for the safe custody of the Seal and any Securities Seal and neither shall be used without the authority of the Directors or of a committee authorised by the Directors in that behalf.
- 13.2 Every instrument to which the seal shall be affixed shall be signed autographically by one Director and the Secretary or by two Directors or by such other person as the Directors may from time to time determine save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature.
- 13.3 Any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company shall have the same effect as if executed under the Seal, provided that no instrument which makes it clear on its face that it is intended to have effect as a deed shall be so signed without the authority of the Directors or of a committee authorised by the Directors in that behalf.
- 13.4 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 need not be signed.
- 13.5 The Company may exercise the powers conferred by the Statutes with regard to having any official seal for use abroad and such powers shall be vested in the directors.
- 13.6 Regulation 101 shall be modified accordingly.

#### **AUTHENTICATION OF DOCUMENTS**

- 14 Any director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any document affecting the constitution of the company and any resolution passed at a Shareholders' meeting or at a meeting of the Directors or any committee, and any book, record, document or account relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any book, record, document or account is elsewhere than at the office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of any such resolution, or an extract from the minutes of any such meeting, which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

#### **INDEMNITY**

- 15.1 Subject to the provisions of and so far as may be consistent with the statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or

otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) 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 judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court

- 15 2 Without prejudice to paragraph 15 1 of this Article, the Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees of any Relevant Company (as defined in paragraph 15 3 of this Article) or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against, any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme
- 15 3 For the purpose of 15 2 of this Article, "Relevant Company" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking of the Company or of any such other body

#### **OVERRIDING PROVISIONS**

- 16 The Company is established with the intention that it shall be a subsidiary of The Law Debenture Corporation plc (hereinafter called "the Corporation") and accordingly the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles -
- (a) the shares of the Company may be held only by the Corporation or by subsidiaries of the Corporation or by its or their nominees,
  - (b) persons holding a majority of the shares in the Company may at any time and from time to time appoint any person to be a Director or remove any Director from office but so that any such removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between the Director and the Company

The Directors may accept as sufficient evidence that a proposed shareholder is the nominee of the Corporation or of a subsidiary of the Corporation a certificate signed on behalf of the Corporation by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose, any appointment or removal of a Director hereunder shall be in writing served on the Company and signed on behalf of the majority in the manner aforesaid