

Company No. 1548967

Certified a true copy
Assistant Secretary

THE COMPANIES ACT 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
SALOMON BROTHERS EUROPE LIMITED



Company Number: 1548967

THE COMPANIES ACT 1985

**Ordinary and Special Resolutions
of
SALOMON BROTHERS EUROPE LIMITED
(the "Company")
(passed on 24th September 1998)**

An extraordinary general meeting of the Company was held at Victoria Plaza, 111 Buckingham Palace Road, London SW1W 0SB on 24th September 1998 and the following resolutions were passed:

RESOLUTIONS

Increase of authorized share capital

1. **THAT** the authorized share capital of the Company be increased from £2,130,000,000 to £2,709,468,384 by the creation of £579,468,384 Fifth Tranche Preference Shares of £1 each having attached to them the rights set out in the Articles of Association as altered by resolution no. 3 set out in the notice convening this meeting.

Authority to allot

2. **THAT**, in addition to any existing authority to allot relevant securities under section 80 of the Companies Act 1985, the directors of the Company be generally and unconditionally authorized pursuant to that section to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £579,468,384 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 24 September 2003 provided that the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement.

Alteration of articles

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3. **THAT** the articles of association of the Company be altered -

- (a) by deleting the figure “£2,130,000,000” in Article 3(a) and substituting for it the figure “£2,709,468,384”;
- (b) by adding the following new sub-paragraph as paragraph (a)(vii) of Article 3 -

“(vii) £579,468,384 Fifth Tranche Preference Shares of £1 each”;

- (c) by adding the following new paragraph as paragraph (g) of Article 3 -

“(g) Rights attaching to the Fifth Tranche Preference Shares

- (i) The rights and restrictions attaching to the Fifth Tranche Preference Shares are as set out in this Article 3(g).
- (ii) The holders of the Fifth Tranche Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 6.855 per cent net per share per annum (defined as, for the purposes of this Article 3(g) only, the *Preferential Dividend*) in priority to the Ordinary Shares but ranking behind the Preference Shares, the Second Tranche Preference Shares, the Third Tranche Preference Shares and the Fourth Tranche Preference Shares. The Preferential Dividend shall be paid annually on 31 December in each year in respect of the year ending on that date or on such date and in respect of such period as the Directors may in their discretion determine. The Fifth Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company.
- (iii) On a return of capital on liquidation or otherwise (except on any redemption of the Fifth Tranche Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the Fifth Tranche Preference Shares of the amounts paid up on such shares together with a sum equal to any declared by unpaid arrears of the dividend thereon. The Fifth Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The Fifth Tranche Preference Shares shall rank for return of capital on liquidation or otherwise after the Preference Shares, the Second Tranche Preference Shares, the Third Tranche Preference Shares and the


Fourth Tranche Preference Shares but in priority to the Ordinary Shares and any other shares of whatever class.

- (iv) The Fifth Tranche Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:
- (a) shall not have paid the Preferential Dividend on a due date for payment; or
 - (b) shall have failed to make lawful payment of the redemption monies due on a redemption of the Fifth Tranche Preference Shares or shall have failed to make lawful redemption of the Fifth Tranche Preference Shares on 24 September 2003 (defined as, for the purposes of this Article 3(g) only, the *Redemption Date*)

when the Fifth Tranche Preference Shares shall be entitled until payment or redemption to vote at any general meeting of the Company. At any time while the Fifth Tranche Preference Shares carry the right to vote at any general meeting of the Company, on a show of hands every holder of Fifth Tranche Preference Shares who is present in person shall have one vote and on a poll every holder of Fifth Tranche Preference Shares who is present in person or by proxy shall have one vote for every £1 nominal amount of the Fifth Tranche Preference Shares of which he is the holder.

- (v) The Company shall (subject to the provisions of the Act and every other statute from time to time concerning companies insofar as the same apply to the Company) redeem at £1 each of the Fifth Tranche Preference Shares remaining in issue on the Redemption Date.
- (vi) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to such holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.

- (vii) There shall be paid on each redeemed Fifth Tranche Preference Share £1 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon."


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Assistant Secretary

24th September 1998

Company No. 1548967

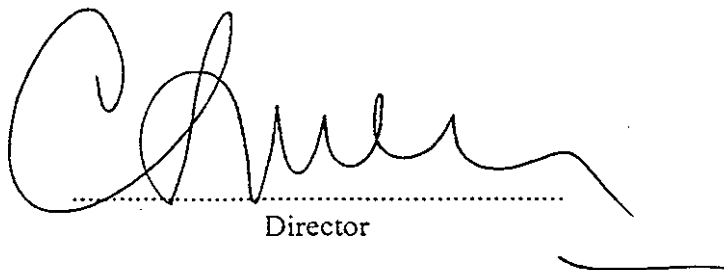
THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
SALOMON BROTHERS EUROPE LIMITED

By Written Resolution of the Shareholders of the Company dated 20th October 1997, the following Resolution was passed:-

NEW ARTICLES OF ASSOCIATION

RESOLVED THAT the regulations in the form attached to this resolution be adopted with immediate effect as the new articles of association of the Company to replace in their entirety the existing articles of association of the Company.



Director

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ORDINARY RESOLUTIONS
OF
SALOMON BROTHERS EUROPE LIMITED

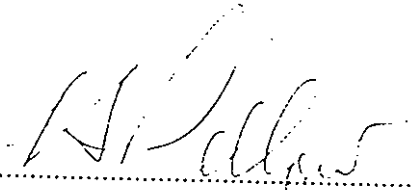
On 30th December 1996, the following Written Resolutions of the Members were passed as Ordinary Resolutions:-

Increase of Authorised Share Capital

1. THAT the capital of Company be increased from £1,830,000,000 to £2,130,000,000 by the creation of 30,000,000 Fourth Tranche New Redeemable Preference Shares of £10 each (the *Fourth Tranche Preference Shares*) having the rights and restrictions attached to them as set out in Article 13A of the Articles of Association.

Authority to Allot

2. THAT, in addition to the authority given to them pursuant to the Ordinary Resolution of the Company passed on 13 December 1995 and any other existing authority of the directors pursuant to section 80 of the Act, the directors of the Company be and are hereby generally and unconditionally authorised pursuant to section 80 of the Act to exercise all the powers of the Company to allot Fourth Tranche Preference Shares (being relevant securities as defined in that section) up to an aggregate nominal amount of £300,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 1 September 2001 provided that the Company may make an offer or agreement which would or might require Fourth Tranche Preference Shares to be allotted after expiry of this authority and the directors may allot Fourth Tranche Preference Shares in pursuance of that offer or agreement.


.....
Secretary

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

SALOMON BROTHERS EUROPE LIMITED

On 30th December 1996, the following Written Resolutions of the Members were passed as Special Resolutions:-

Articles of Association

1. **THAT** the Articles of Association of the Company be altered:
 - (a) by the adoption and inclusion of the following new Article 13A:

"13A. RIGHTS ATTACHING TO THE FOURTH TRANCHE PREFERENCE SHARES

(A) The rights and restrictions attaching to the Fourth Tranche Preference Shares are as set out in this Article 13A.

(B) The holders of the Fourth Tranche Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 86.6 pence net per share per annum (defined as, for the purposes of this Article 13A only, *the Fourth Tranche Preferential Dividend*) in priority to the A and B Ordinary Shares but ranking behind the Preference Shares, the Second Tranche Preference Shares and the Third Tranche Preference Shares. The Fourth Tranche Preferential Dividend shall be paid annually on 31 December in each year in respect of the year ending on that date or on such date and in respect of such period as the Directors may in their discretion determine save that the Fourth Tranche Preferential Shares shall not carry any entitlement to a dividend in respect of 1996. The Fourth Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company.

(C) On a return of capital on liquidation or otherwise (except on any redemption of the Fourth Tranche Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the Fourth Tranche Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears of the dividends thereon. The Fourth Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The Fourth Tranche Preference Shares shall rank behind the Preference Shares, the Second Tranche Preference Shares and the Third Tranche Preference Shares but in priority to the A and B Ordinary Shares.

(D) The Fourth Tranche Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:

- (i) shall not have paid the Fourth Tranche Preferential Dividend on a due date for payment; or
- (ii) shall have failed to make lawful payment of the redemption monies due on a redemption of the Fourth Tranche Preference Shares or shall have failed to make lawful redemption of the Fourth Tranche Preference Shares on 30 December 2006 (defined as, for the purposes of this Article 13A only, the *Redemption Date*)

when the Fourth Tranche Preference Shares shall be entitled until payment or redemption to vote at any general meeting of the Company. On a show of hands every Fourth Tranche Preference Shareholder who is present in person or by proxy shall have one vote for every £10 nominal amount of the Fourth Tranche Preference Shares of which he is the holder.

(E) The Company shall have the right (subject to the provisions of the Articles and the Companies Act 1985 and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the Fourth Tranche Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one day's previous notice in writing. In the case of any partial redemption, the Company shall redeem the Fourth Tranche Preference Shares of individual Fourth Tranche Preference Shareholders pro-rata to their respective Fourth Tranche Preference Shareholdings. The Company shall redeem at £10 each the Fourth Tranche Preference Shares remaining in issue on the Redemption Date.

(F) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by

him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.

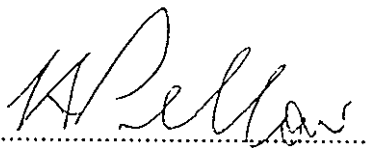
(G) There shall be paid on each redeemed £10 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon.

(H) For the avoidance of doubt the Fourth Tranche Preference Shares rank behind the existing Preference Shares, the Second Tranche Preference Shares and the Third Tranche Preference Shares”;

- (b) in the first line of Article 4, by the substitution of the figure “£2,130,000,000” for the figure “£1,830,000,000”;
- (c) in Article 4 after sub-paragraph (f), by the adoption and inclusion of the following sub-paragraph:
 - (g) 30,000,000 Fourth Tranche New Redeemable Preference Shares (the *Fourth Tranche Preference Shares*)”.

Memorandum of Association

2. In accordance with section 121 of the Companies Act 1985 and pursuant to the resolutions referred to above, the Memorandum of Association of the Company be altered to reflect the alteration to the share capital as described in Article 4 as amended above.



Secretary

SALOMON BROTHERS EUROPE LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Company will be held at Victoria Plaza, 111 Buckingham Palace Road, London on 13th December 1995 at a.m./p.m. for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as in the case of resolutions 1 and 2 as ordinary resolutions, and in the case of resolution 3, as a special resolution:

RESOLUTION 1

1. **THAT** 212,082,076 unissued Second Tranche New Redeemable Preference Shares of £1 each in the capital of the Company be classified as Third Tranche New Redeemable Preference Shares of £1 each having the rights attached to them as set out in the Articles of Association to be adopted pursuant to Resolution 3.

RESOLUTION 2

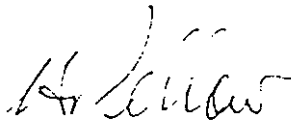
2. **THAT** in substitution for any previous authorities, the directors be generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £10,400,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 1 September 2000 but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTION

RESOLUTION 3

1. **THAT** the Company adopt new articles of association in the form of those initialled by the Chairman of the Extraordinary General Meeting.

BY ORDER OF THE BOARD



SECRETARY/~~DIRECTOR~~

Dated 8th December 1995

Registered office:

Victoria Plaza

111 Buckingham Palace Road

London

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company.
2. To be effective, the instrument appointing a proxy and any authority under which it is executed (or a notarially certified copy of such authority) must be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting.

THE COMPANIES ACTS 1985 and 1989
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
SALOMON BROTHERS EUROPE LIMITED

At an Extraordinary General Meeting of the Company held at Victoria Plaza, 111 Buckingham Palace Road, London SW1W 0SB on Thursday 22nd December 1994, the following resolution was duly passed as a Special Resolution:

THAT

- (a) the ordinary share capital of the Company be divided into two classes of shares with rights attaching to each class as follows:
 - (i) each of the Ordinary Shares held by Salomon International Limited at the date of passing this resolution be converted into an "A" Ordinary Share carrying the rights and privileges described in the new Article 3.08 set out in paragraph (b) of this resolution;
 - (ii) each of the Ordinary Shares held by Salomon (International) Finance AG at the date of passing of this resolution be converted into a "B" Ordinary Share carrying the rights and privileges described in the new Article 3.08 set out in paragraph (b) of this resolution.

- (3) This Article shall ipso facto cease to apply if at any time:-
- (i) Salomon International Limited ceases to be the holder of all the "A" Ordinary Shares;
 - (ii) Salomon (International) Finance AG ceases to be the holder of all the "B" Ordinary Shares; or
 - (iii) either Salomon International Limited or Salomon (International) Finance AG ceases to be a wholly-owned subsidiary of Salomon Inc within the meaning of section 736 of the Companies Act 1985.

and shall not be reinstated other than by the passing of a Special Resolution in accordance with the Act.



I A Pellow
Company Secretary

- (b) the Articles of Association of the Company be altered by inserting the following new Article 3.08:

RIGHTS ATTACHED TO "A" ORDINARY SHARES AND "B" ORDINARY SHARES

3.08 (1) Notwithstanding any other provision of the Articles of Association of the Company, but subject to paragraphs (2) and (3) below, the following rights and privileges shall be attached to the "A" Ordinary Shares and the "B" Ordinary Shares.

(A) AS REGARDS VOTING AT GENERAL MEETINGS

On a poll:-

- (i) the "A" Ordinary Shares shall entitle the holder to one vote for each "A" Ordinary Share of which it is the holder;
- (ii) The "B" Ordinary Shares shall entitle the holder to such number of votes in the aggregate as are attached to the "A" Ordinary Shares, taken together under sub paragraph 1 above and such votes shall be deemed to be apportioned equally among the "B" Ordinary Shares.

(B) AS REGARDS CONDUCT OF GENERAL MEETINGS

In the event of an equality of votes cast for and against any resolution the chairman of the meeting shall not be entitled to a second or casting vote.

(C) AS REGARDS APPOINTMENT OF DIRECTORS

The holder for the time being of the majority of the "A" Ordinary Shares shall be entitled by giving notice in writing to the Secretary to appoint and remove up to 6 directors who shall be designated "A" Directors. The holder for the time being of the majority of "B" Ordinary Shares shall be entitled by giving notice in writing to the Secretary to appoint and remove up to 2 directors who shall be designated "B" Directors. While this Article 3.08 is in force, no directors may be appointed or (save under section 303 of the Act) removed otherwise than under this Article and the remaining provisions of these Articles shall be modified accordingly; but this is without prejudice to Articles 12.01 and 12.02.

- (2) Save as expressly provided by this Article, the "A" Ordinary Shares and the "B" Ordinary Shares shall form a single class and shall rank in all respects pari passu with each other.

- (3) This Article shall ipso facto cease to apply if at any time:-
- (i) Salomon International Limited ceases to be the holder of all the "A" Ordinary Shares;
 - (ii) Salomon (International) Finance AG ceases to be the holder of all the "B" Ordinary Shares; or
 - (iii) either Salomon International Limited or Salomon (International) Finance AG ceases to be a wholly-owned subsidiary of Salomon Inc within the meaning of section 736 of the Companies Act 1985.

and shall not be reinstated other than by the passing of a Special Resolution in accordance with the Act.



I A Pellow
Company Secretary

Company No. 1548967

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

SALOMON BROTHERS EUROPE LIMITED

At an Extraordinary General Meeting of the Company held at Victoria Plaza, 111 Buckingham Palace Road, London SW1W 0SB on 30th September 1994, the following Resolutions were passed as Ordinary Resolutions:-

1. THAT:

- (a) the 338,824,788 unissued New Redeemable Preference Shares of £1 each in the Company be and hereby are reclassified and designated 2nd Tranche New Redeemable Preference Shares of £1 each (the "2nd Tranche New Preference Shares") having the rights and restrictions set out in paragraph (b) below; and
- (b) the rights and restrictions attaching to the 2nd Tranche New Preference Shares are as follows:

(I) AS REGARDS INCOME:

"the holder of the 2nd Tranche New Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 8 pence net per share per annum (the "Preferential Dividend") in priority to the ordinary shares of £1 each in the capital of the Company (the "Ordinary Shares") but shall rank behind the New Redeemable Preference Shares in issue as at 30th September 1994 (the "Issued New Preference Shares"). The Preferential Dividend shall be paid annually on 31st December in each year in respect of the year ending on that date or on such date and in respect of such period as the Directors may in their discretion determine save that they shall not carry any entitlement to a dividend in respect of 1994. The 2nd Tranche New Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company."

(II) AS REGARDS CAPITAL:

on a return of capital on liquidation or otherwise (except on any redemption of the 2nd tranche New Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the 2nd Tranche New Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears of the dividend thereon. The 2nd Tranche New Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The New Preference Shares shall rank behind the existing New Redeemable Preference Shares.

(III) AS REGARDS VOTING

the 2nd Tranche New Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:

- (i) shall not have paid the Preferential Dividend on a due date for payment; or
- (ii) shall have failed to make lawful payment of the redemption monies due on a redemption of the 2nd Tranche New Preference Shares or shall have failed to make lawful redemption of the 2nd Tranche New Preference Shares on 5th April 1998 (the "Redemption Date")

when the 2nd Tranche New Preference Shareholders shall be entitled until payment or redemption to vote at any general meeting of the Company. On a show of hands every 2nd Tranche New Preference Shareholder who is present in person or by proxy shall have one vote for every £1 nominal amount of the 2nd Tranche New Preference Shares of which he is the holder.

(IV) AS REGARDS REDEMPTION:

- (a) the Company shall have the right (subject to the provisions of the Articles and the Companies Act 1985 and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the 2nd Tranche New Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one day's previous notice in writing. In the case of any partial redemption, the Company shall redeem the 2nd Tranche New Preference Shares of individual 2nd Tranche New Preference Shareholders pro-rata to their respective 2nd Tranche New Preference Shareholdings. The Company shall redeem at £1 each the 2nd Tranche New Preference Shares remaining in issue on the Redemption Date.
- (b) any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.
- (c) there shall be paid on each share redeemed £1 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon.

(V) OTHER

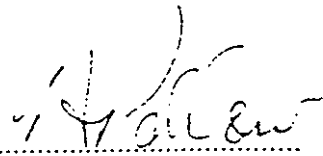
for the avoidance of doubt the 2nd Tranche New Preference Shares rank behind the existing New Redeemable Preference Shares

2. THAT

The Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 Companies Act 1985 to exercise all powers of the Company to allot the 2nd Tranche New Preference Shares of the Company up to the maximum nominal amount thereof, that authority to expire on 31st December 1998.

3. THAT

There being profits available for distribution as shown in the Interim Accounts for the period ended 30th September 1994 a dividend of S200m on the Ordinary Shares of £1 each be declared payable on 3rd October 1994.


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Secretary

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

SALOMON BROTHERS EUROPE LIMITED

WE, being all the members of the Company at the date of this resolution and being entitled to attend and vote at general meetings of the Company RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

1. THAT
 - (a) the 484,644,550 issued Redeemable Preference Shares of £1 each in the Company be and hereby are reclassified and designated New Redeemable Preference Shares of £1 each (the "New Preference Shares") having the rights and restrictions set out below and ranking pari passu in all respects with the existing New Redeemable Preference Shares of £1 each; and
 - (b) the rights and restrictions attaching to the New Preference Shares are as follows:
 - (I) AS REGARDS INCOME:

"the holder of the New Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 6.9p net per share per annum (the "Preferential Dividend") in priority to the ordinary shares of £1 each in the capital of the Company (the "Ordinary Shares"). The Preferential Dividend shall be paid annually on 31st December in each year in respect of the year ending on that date or on such date and in respect of such period as the Directors may in their discretion determine. The New Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company."

(II) AS REGARDS CAPITAL:

on a return of capital on liquidation or otherwise (except on any redemption of the New Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the New Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears of the dividend thereon. The New Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The New Preference Shares shall rank in priority to the Ordinary Shares and any other shares of whatever class for return of capital on liquidation or otherwise.

(III) AS REGARDS VOTING

the New Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:

- (i) shall not have paid the Preferential Dividend on a due date for payment; or
- (ii) shall have failed to make lawful payment of the redemption monies due on a redemption of the New Preference Shares or shall have failed to make lawful redemption of the New Preference Shares on 5th April 1998 (the "Redemption Date")

when the New Preference Shareholders shall be entitled until payment or redemption to vote at any general meeting of the Company. On a show of hands every New Preference Shareholder who is present in person or by proxy shall have one vote for every £1 nominal amount of the New Preference Shares of which he is the holder.

(IV) AS REGARDS REDEMPTION:

- (a) the Company shall have the right (subject to the provisions of the Articles and the Companies Act 1985 and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the New Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one day's previous notice in writing. In the case of any partial redemption, the Company shall redeem the New Preference Shares of individual New Preference Shareholders pro-rata to their respective New Preference Shareholdings. The Company shall redeem at £1 each the New Preference Shares remaining in issue on the Redemption Date.




- (b) any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.
- (c) there shall be paid on each share redeemed £1 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon.

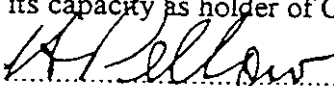
This written resolution shall take effect as a special resolution.

SIGNATURE 

GEOFF PENNELLS for and on behalf of Salomon Brothers Holding Co. Inc.

SIGNATURE: 

IAN PELLOW for and on behalf of Salomon (International) Finance AG (in its capacity as holder of Ordinary Shares)

SIGNATURE: 

IAN PELLOW for and on behalf of Salomon (International) Finance AG (in its capacity as the holder of all the Redeemable Preference Shares carrying an entitlement to vote at general meetings and as a separate class)

DATE: 28 MAY 1993

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

SALOMON BROTHERS EUROPE LIMITED

WE, being all the members of the Company at the date of this resolution and being entitled to attend and vote at general meetings of the Company RESOLVE, in accordance with section 381A of the Companies Act 1985, AS FOLLOWS:

I. THAT

- (a) the 415,355,450 unissued Redeemable Preference Shares of £1 each in the Company be and hereby are reclassified and designated New Redeemable Preference Shares of £1 each (the "New Preference Shares") having the rights and restrictions set out in paragraph (b) below; and
- (b) the rights and restrictions attaching to the New Preference Shares are as follows:

(I) AS REGARDS INCOME:

"the holder of the New Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 6.9p net per share per annum (the "Preferential Dividend") in priority to the ordinary shares of £1 each in the capital of the Company (the "Ordinary Shares") and the Redeemable Preference Shares in issue as at 5th April 1993 (the "Issued Preference Shares"). The Preferential Dividend shall be paid annually on 31st December in each year in respect of the year ending on that date or on such date and in respect of such period as the Directors may in their discretion determine. The New Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company."

(II) AS REGARDS CAPITAL:

on a return of capital on liquidation or otherwise (except on any redemption of the New Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment

to the holders of the New Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears of the dividend thereon. The New Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The New Preference Shares shall rank in priority to the Ordinary Shares and any other shares of whatever class for return of capital on liquidation or otherwise.

(III) AS REGARDS VOTING

the New Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:

- (i) shall not have paid the Preferential Dividend on a due date for payment; or
- (ii) shall have failed to make lawful payment of the redemption monies due on a redemption of the New Preference Shares or shall have failed to make lawful redemption of the New Preference Shares on 5th April 1998 (the "Redemption Date")

when the New Preference Shareholders shall be entitled until payment or redemption to vote at any general meeting of the Company. On a show of hands every New Preference Shareholder who is present in person or by proxy shall have one vote for every £1 nominal amount of the New Preference Shares of which he is the holder.

(IV) AS REGARDS REDEMPTION:

- (a) the Company shall have the right (subject to the provisions of the Articles and the Companies Act 1985 and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the New Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one day's previous notice in writing. In the case of any partial redemption, the Company shall redeem the New Preference Shares of individual New Preference Shareholders pro-rata to their respective New Preference Shareholdings. The Company shall redeem at £1 each the New Preference Shares remaining in issue on the Redemption Date.
- (b) any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the

same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge

- (c) there shall be paid on each share redeemed £1 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon.

(V) OTHER

for the avoidance of doubt the New Preference Shares rank in priority to the Ordinary Shares and the Issued Preference Shares as regards income and return of capital.

This written resolution shall take effect as a special resolution.

2. THAT

The Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 Companies Act 1985 to exercise all powers of the Company to allot the New Preference Shares of the Company up to the maximum nominal amount thereof, that authority to expire on 31st December 1997.

This written resolution shall take effect as an ordinary resolution

3. THAT

Pursuant to Section 164 of the Companies Act 1985 the Company be and is hereby authorised to purchase three million, nine hundred and thirty-five thousand (3,935,000) £1 Ordinary Shares in the capital of the Company (the "Shares") from Salomon (International) Finance AG at the total price of £76,530,662 payable as to £3,935,000 (representing the aggregate nominal value of the Shares) out of the proceeds of an allotment of New Redeemable Preference Shares of £1 each in the capital of the Company to Salomon (International) Finance AG and payable as to £72,595,662 (representing the aggregate premium payable on purchase of the Shares) out of distributable profits of the Company and upon the terms and conditions of the draft purchase contract annexed hereto.

This written resolution shall take effect as a special resolution.

SIGNATURE

G Pennells
GEOFF PENNELLS for and on behalf of Salomon Brothers Holding Co.
Inc.

SIGNATURE:

I. Pellow
IAN PELLOW for and on behalf of Salomon (International) Finance
AG (in its capacity as holder of Ordinary Shares)

SIGNATURE:

I. Pellow
IAN PELLOW for and on behalf of Salomon (International) Finance
AG (in its capacity as the holder of all the Redeemable Preference
Shares carrying an entitlement to vote at general meetings and as a
separate class)

DATE.

5 APR 1993

SALOMON BROTHERS EUROPE LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Victoria Plaza, 111 Buckingham Palace Road, London SW1W 0SB on Wednesday, 23rd December 1992, for the purpose of considering and, if thought fit, passing the following **SPECIAL RESOLUTION:-**

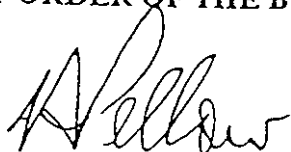
SPECIAL RESOLUTION

1. THAT the Articles of Association of the Company be altered by the deletion of Article 3.07(I) and the substitution for it of the following new Article 3.07(I):-

"3.07 The rights and restrictions attaching to the Redeemable Preference Shares ("Preference Shares") are as follows:-

(I) AS REGARDS INCOME. The holders of the Preference Shares shall be entitled to a non-cumulative preferential dividend of not more than 8.5p net per share per annum (as determined by the Directors) in priority to the Ordinary Shares and any other shares of whatever class to be paid if the Directors so decide and if insofar as in the opinion of the Directors the profits of the Company justify payments half yearly on 1st July and 31st December in every year in respect of the half years ending on those dates or at such other times and in respect of such other period as the Directors may in their discretion determine. The Preference Shares shall not entitle the holder thereof to any further or other right of participation in the profits of the Company."

BY ORDER OF THE BOARD



IA Pellow
Company Secretary

Dated: 23rd December 1992

A Member entitled to attend and vote at the meeting is also entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company.

Minute Book Copy

Company No. 1548967

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

SALOMON BROTHERS EUROPE LIMITED

At an Extraordinary General Meeting of the Company held at Victoria Plaza, 111 Buckingham Palace Road, London SW1W 0SB on Wednesday, 23rd December the following resolution was passed as a Special Resolution:-

1. THAT the Articles of Association of the Company be altered by the deletion of Article 3.07(I) and the substitution for it of the following new Article 3.07(I):

"3.07 The rights and restrictions attaching to the Redeemable Preference Shares ("Preference Shares") are as follows:-

(I) AS REGARDS INCOME. The holders of the Preference Shares shall be entitled to a non-cumulative preferential dividend of not more than 8.5p net per share per annum (as determined by the Directors) in priority to the Ordinary Shares and any other shares of whatever class to be paid if the Directors so decide and if insofar as in the opinion of the Directors the profits of the Company justify payments half yearly on 1st July and 31st December in every year in respect of the half years ending on those dates or at such other times and in respect of such other period as the Directors may in their discretion determine. The Preference Shares shall not entitle the holder thereof to any further or other right of participation in the profits of the Company."



.....
Chairman



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1548967

I hereby certify that

PHIBRO-SALOMON LIMITED

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

SALOMON BROTHERS EUROPE LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 26 FEBRUARY 1991

F. A. Joseph.


F. A. JOSEPH
an authorised officer

Company Registered No: 1548967

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
PHIBRO-SALOMON LIMITED

At an Extraordinary General Meeting of the Company held on Friday 1st February 1991 the following Resolution was passed as a SPECIAL RESOLUTION:

"THAT subject to the consent of the Department of Trade, the name of the Company be changed to Salomon Brothers Europe Limited."


.....
Company Secretary

Co. No. 1548967

Companies Act 1985

Company Limited by Shares

Special Resolution

of

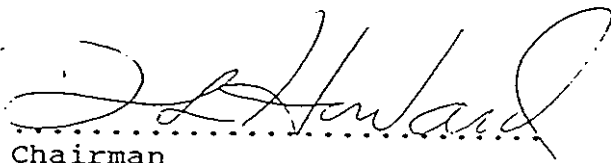
Phibro-Salomon Limited

At an Extraordinary General Meeting held on 16th November 1990 the following Resolution was passed as a Special Resolution:-

IT WAS RESOLVED

THAT pursuant to Section 173 of the Companies Act 1985, the Company be and is hereby authorised to make a payment of £250,000,000 out of capital in respect of the redemption at par of 250,000,000 Convertible Redeemable Preference Shares of £1 each in its issued share capital and that all actions of the Directors to effect the said redemption be and are hereby approved.

Dated the 16th day of November 1990


.....
Chairman

THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY SHARES

PHIBRO-SALOMON LIMITED

ORDINARY RESOLUTIONS

At an Extraordinary General Meeting held on Friday, 9th June 1989 the following Resolutions were passed as ORDINARY RESOLUTIONS:

1. That the Authorised Share Capital of the Company be increased from £30,000,000 to £1,830,000,000 by the creation of 900,000,000 Ordinary Shares of £1 each ranking pari passu in all respects with the existing shares in the Capital of the Company, and 900,000,000 Convertible Redeemable Preference Shares of £1 each.
2. That the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 Companies Act 1985 to exercise all powers of the Company to allot the Ordinary Shares and Convertible Redeemable Preference Shares of the Company up to the maximum nominal amount thereof, that authority to expire on 31st December 1993.

.....
Chairman of the Meeting

THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY SHARES

PHIBRO-SALOMON LIMITED

SPECIAL RESOLUTION

At an Extraordinary General Meeting held on Friday, 9th June 1989, the following Resolution was passed as a SPECIAL RESOLUTION:

THAT the Articles of Association of the Company be altered by inserting the following new Articles 3.05, 3.06 and 3.07:

3.05 Subject to the provisions of The Companies Act 1985 the Company may by Ordinary Resolution declare dividends in accordance with the respective rights of the members but no dividend shall exceed the amount recommended by the Directors.

3.06 The Directors may also declare and pay half yearly or at other suitable intervals to be settled by the Directors any dividend which may be payable at a fixed rate if the Directors so decide and if in the opinion of the Directors the profits of the Company available for distribution justify the payment.

3.07 The rights and restrictions attaching to the Redeemable Preference Shares ("Preference Shares") are as follows:

(I) AS REGARDS INCOME. The holders of the Preference Shares shall be entitled to a fixed non cumulative preferential dividend of 8.5p net per share per annum in priority to the Ordinary Shares and any other shares of whatever class to be paid if the Directors so decide and if insofar as in the opinion of the Directors the profits of the Company justify payments half yearly on 1st July and 31st December in every year in respect of the half years ending on those dates save that the first such payment shall be made on 1st July 1989 and shall be in respect of the period commencing on 1st April 1989 and ending on 30th June 1989. The Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company.

(II) AS REGARDS CAPITAL. On a return of capital on liquidation or otherwise (except on any redemption of the Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears and accruals of the dividend thereon, to be calculated down to the date of the return of capital. The Preference

Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The Preference Shares shall rank in priority to the Ordinary Shares and any other shares of whatever class for return of capital on liquidation or otherwise.

(III) AS REGARDS CONVERSION:

(a) The Company shall have the right (subject to the provisions of the Companies Act 1985 and every other statute from time to time concerning companies insofar as the same apply to the Company) to convert any or all of the Preference Shares into Ordinary Shares at the rate of one Ordinary Share for every £1 nominal amount of Preference Shares.

(b) Conversion may be effected upon such date ("the Conversion Date") and in such manner as the Directors shall, subject to the provisions of the Articles of Association of the Company, from time to time determine and without prejudice to the generality of the foregoing may be effected by the redemption of Preference Shares at par and the application of the redemption moneys on behalf of the holder of the Preference Shares so redeemed in the acquisition of Ordinary Shares at par. In the case of a conversion effected by means of the redemption of Preference Shares the Directors may effect redemption of the relevant Preference Shares out of profits of the Company which would otherwise be available for dividend, out of the proceeds of a fresh issue of shares, or in any other manner for the time being permitted by law. In the case of redemption out of profits the Directors shall apply the redemption moneys in the name of the holder of the Preference Shares to be converted in subscribing for the appropriate number of fully paid Ordinary Shares. In the case of redemption out of the proceeds of a fresh issue of shares the Directors may arrange for the issue of the appropriate number of Ordinary Shares to some person selected by the Directors on terms that such person will (a) subscribe for such Ordinary Shares and (b) renounce the allotment of such Ordinary Shares in favour of the holder of the relevant Preference Shares against payment to such person out of the redemption moneys in respect of such Preference Shares of an amount equal to the subscription price of such Ordinary Shares.

(c) The dividend on Preference Shares converted shall cease to be payable with effect from the Conversion Date.

(d) In the case of any partial conversion, the Company shall convert the shares of individual Preference Shareholders pro rata to their respective Preference shareholdings.

(e) Certificates in respect of the Ordinary Shares which arise on conversion shall be despatched to those entitled within 28 days of the relevant Conversion Date.

(IV) AS REGARDS VOTING. The Preference Shares shall entitle the holder to receive notice and attend at any general meeting and to vote upon any resolution proposed at any such meeting. On a show of hands every Preference Shareholder who is present in person shall have one vote and on a poll every Preference Shareholder who is present in person

or by proxy shall have one vote for every £1 nominal amount of the Preference Shares of which he is the holder.

(V) AS REGARDS REDEMPTION:

(a) The Company shall have the right (subject to the provisions of the Articles and the Companies Act 1985 and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one days previous notice in writing. In the case of any partial redemption, the Company shall redeem the Preference Shares of individual Preference Shareholders pro rata to their respective Preference Shareholdings. The Company shall redeem at £1 each the Preference Shares remaining in issue on 30th March 1994.

(b) Upon giving to the Company not less than 30 days previous notice in writing each Preference Shareholder shall have the right (subject to the provisions of the Articles and the Companies Act 1985 and every other statute from time to time in force concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the Preference Shares for the time being issued and outstanding in his name.

(c) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.

(d) There shall be paid on each share redeemed £1 together with a sum equal to any declared but unpaid arrears or accruals of the fixed dividend thereon to be calculated down to the date fixed for redemption.

(e) As from the date fixed for redemption of any shares, dividends shall cease to accrue thereon unless upon the presentation of the certificate relating thereto payment of the money due at such redemption shall be refused.

.....
Chairman of the Meeting

No: 1548967

THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

PHIBRO-SALOMON LIMITED

At an Extraordinary General Meeting of the Company held at Victoria Plaza, 111 Buckingham Palace Road, London SW1 on Wednesday, 24th December 1986, the following Resolutions were duly passed as Special Resolutions:

Special Resolution 1

THAT the Articles of Association of the Company be altered by the insertion of the following new Article 5A immediately after the existing Article 5:

5A "PURCHASE OF OWN SHARES"

The Company may, subject to and in accordance with the provisions of Chapter VII of Part V of the Companies Act 1985 (as modified or re-enacted from time to time) purchase its own shares (including any redeemable shares) and, for so long as it is a private company, make payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

Special Resolution 2

THAT pursuant to the provisions of the Companies Act 1985 and Resolution No. 1 of the Company set out above, the Company be and is hereby authorised to purchase its own shares under a contract to be made between the Company and Phibro-Salomon Investments in respect of the sale to and purchase, by the Company of 3,935,000

Ordinary Shares of £1 each in its own capital, such contract being in the form displayed at this Meeting and having been displayed at the Registered Office of the Company since 8th December 1986, AND THAT such contract be and is hereby approved.

G.C. HOWSDEN

Secretary



Certificate of Incorporation
on change of name

No. 1548967

I HEREBY CERTIFY that PHIBRO UK LIMITED having by special resolution changed its name, is now incorporated under the name of PHIBRO-SALOMON LIMITED.

Given under my hand at the Companies Registration Office, Cardiff the 1st February 1984.

M. SAUNDERS (MRS)
an authorised officer

No: 1548967

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

PHIBRO-SALOMON LIMITED

At an Extraordinary General Meeting of the Company held at Victoria Plaza,
111 Buckingham Palace Road, London SW1 on 31st January 1984, the
following Resolution was duly passed as a Special Resolution:

RESOLVED that the Share Capital of the Company be
increased from £20,000,000 to £30,000,000 by the creation of
10,000,000 Ordinary Shares of £1 each. .

G.C. HOWSDEN

Secretary



Certificate of Incorporation
on change of name

No. 1548967

I HEREBY CERTIFY that DIKAPPA (NUMBER 196) LIMITED
having by special resolution and with the approval of the Secretary of State
changed its name, is now incorporated under the name of PHIBRO UK
LIMITED.

Given under my hand at Cardiff the 23rd February 1982.

E.A. WILSON
Assistant Registrar of Companies

No: 1548967

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

PHIBRO UK LIMITED

At an Extraordinary General Meeting of the Company held at Moor House, London Wall in the City of London on 8th February, 1982 the following resolution was duly passed as a Special Resolution:

THAT:

- (A) the Memorandum of Association of the Company be altered by deleting the existing Clause 3 thereof and substituting therefor the provisions of the new Clause 3 set out in the print of the revised Memorandum of Association of the Company submitted to the Meeting and for identification marked 'X' and initialled by the Chairman of the Meeting;
- (B) the regulations contained in the document submitted to the Meeting and for identification marked 'Y' and initialled by the Chairman of the Meeting be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association; and
- (C) with a view to the acquisition of the share capital of Derby & Co. Limited, Derby Luminescents Limited, The Anglo Chemical & Ore Co. Limited, Anglo Chemical Commodities Limited and Anglo Chemical Metals Limited the authorised share capital of the Company be increased from £6,000,000 to £20,000,000 by the creation of 14,000,000 Ordinary shares of £1 each.

The Ordinary shares are upon issue to rank pari passu with the Ordinary shares already in issue.

E. FRAENKEL

Chairman

No: 1548967

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

DIKAPPA (NUMBER 196) LIMITED

At an Extraordinary General Meeting of the Company held at Moor House, London Wall in the City of London on Wednesday, 13th January, 1982 the following resolution was duly passed as a Special Resolution:

THAT the name of the Company be changed to Phibro UK Limited.

G.C. HOWSDEN

Secretary

No: 1548967

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

- of -

DIKAPPA (NUMBER 196) LIMITED

At an Extraordinary General Meeting of the Company held at Moor House, London Wall, London EC2Y 5JE on Thursday, the 25th June 1981, the following Resolution was passed as an Ordinary Resolution:

THAT the Authorised Share Capital of the Company be increased to £6,000,000 by the creation of 5,999,900 Ordinary Shares of £1 each, carrying subject to the terms of issue, the same rights as the existing Ordinary Shares of £1 each in the Capital of the Company.

E. FRAENKEL

Chairman



Certificate of Incorporation
of a Private Limited Company

No. 1548967

I HEREBY CERTIFY that DIKAPPA (NUMBER 196) LIMITED
is this day incorporated under the Companies Acts 1948 to 1980 as a private
company and that the Company is limited.

Given under my hand at Cardiff the 5th March 1981.

E.A. WILSON
Assistant Registrar of Companies

THE COMPANIES ACTS 1948 TO 1985

COMPANY LIMITED BY SHARES

PHIBRO-SALOMON LIMITED

SPECIAL RESOLUTION

At an Extraordinary General Meeting held on Friday, 9th June 1989, the following Resolution was passed as a SPECIAL RESOLUTION:

THAT the Articles of Association of the Company be altered by inserting the following new Articles 3.05, 3.06 and 3.07:

3.05 Subject to the provisions of The Companies Act 1985 the Company may by Ordinary Resolution declare dividends in accordance with the respective rights of the members but no dividend shall exceed the amount recommended by the Directors.

3.06 The Directors may also declare and pay half yearly or at other suitable intervals to be settled by the Directors any dividend which may be payable at a fixed rate if the Directors so decide and if in the opinion of the Directors the profits of the Company available for distribution justify the payment.

3.07 The rights and restrictions attaching to the Redeemable Preference Shares ("Preference Shares") are as follows:

(I) AS REGARDS INCOME. The holders of the Preference Shares shall be entitled to a fixed non cumulative preferential dividend of 8.5p net per share per annum in priority to the Ordinary Shares and any other shares of whatever class to be paid if the Directors so decide and if insofar as in the opinion of the Directors the profits of the Company justify payments half yearly on 1st July and 31st December in every year in respect of the half years ending on those dates save that the first such payment shall be made on 1st July 1989 and shall be in respect of the period commencing on 1st April 1989 and ending on 30th June 1989. The Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company.

(II) AS REGARDS CAPITAL. On a return of capital on liquidation or otherwise (except on any redemption of the Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears and accruals of the dividend thereon, to be calculated down to the date of the return of capital. The Preference

Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The Preference Shares shall rank in priority to the Ordinary Shares and any other shares of whatever class for return of capital on liquidation or otherwise.

(III) AS REGARDS CONVERSION:

(a) The Company shall have the right (subject to the provisions of the Companies Act 1985 and every other statute from time to time concerning companies insofar as the same apply to the Company) to convert any or all of the Preference Shares into Ordinary Shares at the rate of one Ordinary Share for every £1 nominal amount of Preference Shares.

(b) Conversion may be effected upon such date ("the Conversion Date") and in such manner as the Directors shall, subject to the provisions of the Articles of Association of the Company, from time to time determine and without prejudice to the generality of the foregoing may be effected by the redemption of Preference Shares at par and the application of the redemption moneys on behalf of the holder of the Preference Shares so redeemed in the acquisition of Ordinary Shares at par. In the case of a conversion effected by means of the redemption of Preference Shares the Directors may effect redemption of the relevant Preference Shares out of profits of the Company which would otherwise be available for dividend, out of the proceeds of a fresh issue of shares, or in any other manner for the time being permitted by law. In the case of redemption out of profits the Directors shall apply the redemption moneys in the name of the holder of the Preference Shares to be converted in subscribing for the appropriate number of fully paid Ordinary Shares. In the case of redemption out of the proceeds of a fresh issue of shares the Directors may arrange for the issue of the appropriate number of Ordinary Shares to some person selected by the Directors on terms that such person will (a) subscribe for such Ordinary Shares and (b) renounce the allotment of such Ordinary Shares in favour of the holder of the relevant Preference Shares against payment to such person out of the redemption moneys in respect of such Preference Shares of an amount equal to the subscription price of such Ordinary Shares.

(c) The dividend on Preference Shares converted shall cease to be payable with effect from the Conversion Date.

(d) In the case of any partial conversion, the Company shall convert the shares of individual Preference Shareholders pro rata to their respective Preference shareholdings.

(e) Certificates in respect of the Ordinary Shares which arise on conversion shall be despatched to those entitled within 28 days of the relevant Conversion Date.

(IV) AS REGARDS VOTING. The Preference Shares shall entitle the holder to receive notice and attend at any general meeting and to vote upon any resolution proposed at any such meeting. On a show of hands every Preference Shareholder who is present in person shall have one vote and on a poll every Preference Shareholder who is present in person

or by proxy shall have one vote for every £1 nominal amount of the Preference Shares of which he is the holder.

(V) AS REGARDS REDEMPTION:

(a) The Company shall have the right (subject to the provisions of the Articles and the Companies Act 1985 and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one days previous notice in writing. In the case of any partial redemption, the Company shall redeem the Preference Shares of individual Preference Shareholders pro rata to their respective Preference Shareholdings. The Company shall redeem at £1 each the Preference Shares remaining in issue on 30th March 1994.

(b) Upon giving to the Company not less than 30 days previous notice in writing each Preference Shareholder shall have the right (subject to the provisions of the Articles and the Companies Act 1985 and every other statute from time to time in force concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the Preference Shares for the time being issued and outstanding in his name.

(c) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.

(d) There shall be paid on each share redeemed £1 together with a sum equal to any declared but unpaid arrears or accruals of the fixed dividend thereon to be calculated down to the date fixed for redemption.

(e) As from the date fixed for redemption of any shares, dividends shall cease to accrue thereon unless upon the presentation of the certificate relating thereto payment of the money due at such redemption shall be refused.

.....
Chairman of the Meeting

THE COMPANIES ACT 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

(as amended by Special Resolution of the Company dated 8th February 1982)

OF

SALOMON BROTHERS EUROPE LIMITED*

1. The name of the Company is Salomon Brothers Europe Limited*.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) (i) To carry on the business of an investment company;
 - (ii) To acquire and hold (either in the name of the Company or in that of any nominee of, or trustee for, the Company) shares, stocks, bonds, debentures, debenture stock, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and bonds, debentures, debenture stock, notes, obligations and securities issued or guaranteed by any government or authority, supreme, municipal, local or otherwise;
 - (iii) To acquire any such shares, stocks, bonds, debentures, debenture stock, notes, obligations and other securities by original subscription, contract, tender, purchase, exchange or otherwise, and either conditionally or otherwise, and to acquire the same upon and subject to such terms and conditions (if any) as may be thought fit.

* The name of the Company was changed from "DIKAPPA (NUMBER 196) LIMITED" to "PHIBRO UK LIMITED" by Special Resolution passed on 12th January 1982, and from "PHIBRO UK LIMITED" to "PHIBRO-SALOMON LIMITED" by Special Resolution passed on 18th January 1984 and from "PHIBRO-SALOMON LIMITED" to "SALOMON BROTHERS EUROPE LIMITED" by Special Resolution passed on 26th February 1991.

- (B) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stocks, bonds, debentures, debenture stock, notes, obligations and securities and to provide managerial and other executive, supervisory and consultancy services for, or in relation to, any company in which the Company is interested upon such terms (if any) as may be thought fit.
- (C) To acquire and assume any estate or interest and to take options over, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person which may appear to be necessary to or convenient for any business of the Company.
- (D) To lend money, and grant or provide credit and financial accommodation, to any person or company in any case in which such loan, grant or provision is considered likely, directly or indirectly, to further any of the objects of the Company or the interests of its members.
- (E) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions which are considered likely, directly or indirectly, to further any of the objects of the Company and to carry out, exercise and comply with the same.
- (F) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the execution and issue of debentures, debenture stock or other obligations or securities of any description.
- (G) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal covenants or by mortgaging or charging all or any part of the

undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of, any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (H) To amalgamate with or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (I) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (J) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patent and patent rights.
- (K) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any stocks, shares, debentures, debenture stock or other obligations or securities whether fully or partly paid, of any other company.
- (L) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (M) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring

subscriptions of, or otherwise assisting in the issue of any shares, debentures or other obligations or securities of the Company or in or about the formation of the Company or the conduct or course of its business.

- (N) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (O) To grant pensions, annuities, or other allowances, including allowances on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants and to establish or support any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (P) To do all or any of the things or matters aforesaid in any part of the world and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (Q) To carry on any other business or activity and do anything of any nature which in the opinion of the Company is, or may be, capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.

- (R) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this Clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere "person" shall include any company as well as any other legal or natural person; "securities" shall include any fully, partly or nil paid share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill note, warrant, coupon, right to subscribe to convert, or similar right or obligation; "and" and "or" shall mean "and/or" where the context so permits and "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible; and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.
5. The share capital of the Company is £2,709,468,384.*
6. The shares in the original and any increased capital of the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of section 72 of the Companies Act 1948, the rights and privileges attached to any shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

* The authorised share capital of the Company has been increased as follows:

- (a) by Resolution dated 25th June 1981 from £100 to £6,000,000 by the creation of 5,999,900 new Ordinary Shares of £1 each.
- (b) by Resolution dated 8th February 1982 from £6,000,000 to £20,000,000 by the creation of 14,000,000 new Ordinary Shares of £1 each.
- (c) by Resolution dated 31st January 1984 from £20,000,000 to £30,000,000 by the creation of 10,000,000 new Ordinary Shares of £1 each.
- (d) by Resolution dated 9th June 1989 from £30,000,000 to £1,830,000,000 by the creation of 900,000,000 Ordinary Shares of £1 each and 900,000,000 Convertible Redeemable Preference Shares of £1 each.
- (e) by Resolution dated 28th May 1993 the 484,644,550 issued Redeemable Preference Shares of £1 each were reclassified and designated New Redeemable Preference Shares.

- (f) by Resolution dated 5th April 1993, 415,355,450 unissued Redeemable Preference Shares of £1 each were reclassified and designated New Redeemable Preference Shares.
- (g) by Resolution dated 30th September 1994 338,824,788 unissued New Redeemable Preference Shares of £1 each in the Company were reclassified and designated 2nd Tranche New Redeemable Preference Shares of £1 each.
- (h) by Resolution dated 22 December 1994 the Ordinary issued share capital of the Company was divided into Ordinary A and Ordinary B Shares of £1 each.
- (i) by Resolution dated 13th December 1995 212,082,076 unissued Second Tranche New Redeemable Preference Shares of £1 each were reclassified as Third Tranche New Redeemable Preference Shares.
- (j) by Resolution dated 27th December 1996 from 1,830,000,000 to 2,130,000,000 by the creation of 30,000,000 Fourth Tranche Preference Shares of £10 each.
- (k) on 30th December 1996 118,849,540 New Redeemable Preference Shares were redeemed at par.
- (l) by Resolution dated 24 September 1998 the authorised share capital was increased from £2,130,000,000 to £2,709,468,384 by the creation of 579,468,384 Fifth Tranche Preference Shares of £1 each. On the same date the existing New Redeemable Preference Shares of £1 each, Second Tranche New Redeemable Preference Shares of £1 and Third Tranche New Redeemable Preference Shares of £1 each were redeemed.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	<i>Number of Shares taken by each Subscriber (in words)</i>
<p>for and on behalf of MITHRAS LIMITED whose registered office is at Royex House, Aldermanbury Square, London EC2V 7LD</p> <p>SIGNED Paul A.J. BOYCE <i>Director and duly authorised signatory.</i></p>	ONE
<p>for and on behalf of MITHRAS (NOMINEES) LIMITED whose registered office is at Royex House, Aldermanbury Square, London EC2V 7LD</p> <p>SIGNED Paul A.J. BOYCE <i>Director and duly authorised signatory.</i></p>	ONE

DATED the 12th day of February 1981

S.J. ROITH
Royex House aforesaid
Solicitors Articled Clerk

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

Articles of Association

OF

SALOMON BROTHERS EUROPE LIMITED

PRELIMINARY

1. The marginal notes hereto shall not affect the construction hereof, and in these Articles, unless there be something in the subject or context inconsistent herewith:

the Act means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

the Articles means these Articles of Association or other articles of association of the Company from time to time in force;

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

the Companies Acts has the meaning ascribed thereto by Section 744 of the Act and any enactment passed after these Acts (which may by virtue of that or any such other enactment be cited together with those Acts as the "Companies Acts" with or without the addition of an indication of the day of any such enactment);

Director means a director of the Company;

the Directors means the Directors or any of them acting as the board of directors of the Company;

executed includes any mode of execution;

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

Office means the registered office for the time being of the Company;

the Parent Company means any company who for the time being holds more than 50% of the issued ordinary share capital of the Company;

the seal means the common seal of the Company, and includes the official seal (if any) kept by the Company by virtue of Section 40 of the Act;

Secretary means the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including an assistant secretary, a joint secretary or a deputy secretary;

the United Kingdom means Great Britain and Northern Ireland.

Expressions referring to writing shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include corporations.

Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

In these Articles, (a) powers of delegation shall not be restrictively construed but the widest interpretation shall be given thereto; (b) the word "Directors" in the context of the exercise of any power included in these Articles includes any committee consisting of one or more directors, any director holding executive office and any manager or agent of the Company to which or, as the case may be, to whom the power in question has been delegated; (c) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of the delegation, the exercise of that or any other power of delegation; and (d) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under these Articles or under another delegation of the power.

2. None of the regulations contained in Table "A" in the Schedule to the Companies (Table A to F) Regulation 1985 shall apply to the Company except so far as embodied in any of the following Articles, which shall be the regulations for the management of the Company.

SHARE CAPITAL

3.

- (a) The share capital of the Company is £2,709,468,384 divided into:
 - (i) 908,935,000 Ordinary Shares of £1 each;
 - (ii) 15,800,000 "A" Ordinary Shares of £1 each (the *A Shares*);
 - (iii) 5,265,000 "B" Ordinary Shares of £1 each (the *B Shares*);
 - (iv) 561,175,212 New Redeemable Preference Shares of £1 each (the *Preference Shares*);
 - (v) 126,742,712 Second Tranche New Redeemable Preference Shares (the *Second Tranche Preference Shares*);
 - (vi) 212,082,076 Third Tranche New Redeemable Preference Shares (the *Third Tranche Preference Shares*);
 - (vii) 30,000,000 Fourth Tranche New Redeemable Preference Shares (the *Fourth Tranche Preference Shares*);
 - (viii) 579,468,384 Fifth Tranche Preference Shares of £1 (the *Fifth Tranche Preference Shares*)

each having the rights set out below.

(b) Rights attaching to the A Shares and B Shares

- (i) Notwithstanding any other provision of the Articles of Association of the Company, but subject to paragraphs (v) and (vi) below, the following rights and privileges shall be attached to the A Shares and the B Shares.
- (ii) On a poll:
 - (a) the A Shares shall entitle the holder to one vote for each A Share of which it is the holder;
 - (b) the B Shares shall entitle the holder to such number of votes in the aggregate as are attached to the A Shares, taken together under sub paragraph (i) above and such votes shall be deemed to be apportioned equally among the B Shares.
- (iii) In the event of an equality of votes cast for and against any resolution the chairman of the meeting shall not be entitled to a second or casting vote.

- (iv) The holder for the time being of the majority of the A Shares shall be entitled by giving notice in writing to the Secretary to appoint and remove up to 6 directors who shall be designated A Directors. The holder for the time being of the majority of B Shares shall be entitled by giving notice in writing to the Secretary to appoint and remove up to 2 directors who shall be designated B Directors. While this Article 3(b) is in force, no directors may be appointed or (save under section 303 of the Act) removed otherwise than under this Article and the remaining provisions of these Articles shall be modified accordingly; but this is without prejudice to Articles 87 and 88.
- (v) Save as expressly provided by this Article, the A Shares and the B Shares shall form a single class and shall rank in all respects *pari passu* with each other.
- (vi) The provisions of Articles 3(b)(i), (ii), (iii), (iv) and (v) shall *ipso facto* cease to apply if at any time:
 - (a) Salomon International Limited ceases to be the holder of all the A Shares;
 - (b) Salomon (International) Finance AG ceases to be the holder of all the B Shares; or
 - (c) either Salomon International Limited or Salomon (International) Finance AG ceases to be a wholly-owned subsidiary of Salomon Inc within the meaning of section 736 of the Act

and shall not be reinstated other than by the passing of a Special Resolution in accordance with the Act. In the event that this Article 3(b) shall cease to apply then from time to time that this Article 3(b) ceases to apply then:

- (a) each A Share shall entitle the holder to one vote for each A Shares of which it is the holder; and
 - (b) each B Share shall entitle the holder to one vote for each B Share of which it is the holder.
- (c) **Rights attaching to the Preference Shares**
 - (i) The rights and restrictions attaching to the Preference Shares are as set out in this Article 3(c).
 - (ii) The holders of the Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 6.9p net per share per annum (defined as, for the purposes of this Article 3(c) only, the *Preferential*

Dividend) in priority to the Ordinary Shares. The Preferential Dividend shall be paid annually on 31 December in each year in respect of the year ending on that date or on such date and in respect of such period as the Director may in their discretion determine. The Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company.

- (iii) On a return of capital on liquidation or otherwise (except on any redemption of the Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears of the dividend thereon. The Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The Preference Shares shall rank in priority to the Ordinary Shares and any other shares of whatever class for return of capital on liquidation or otherwise.
- (iv) The Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:
 - (a) shall not have paid the Preferential Dividend on a due date for payment; or
 - (b) shall have failed to make lawful payment of the redemption monies due on a redemption of the Preference Shares or shall have failed to make lawful redemption of the Preference Shares on 5 April 1998 (defined as, for the purposes of this Article 3(c) only, the *Redemption Date*)

when the Preference Shares shall be entitled until payment or redemption to vote at any general meeting of the Company. On a show of hands every Preference Shareholder who is present in person or by proxy shall have one vote for every £1 nominal amount of the Preference Shares of which he is the holder.

- (v) The Company shall have the right (subject to the provisions of the Articles and the Act and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one day's previous notice in writing. In the case of any partial redemption, the Company shall redeem the Preference Shares of individual Preference Shareholders pro-rata to their respective Preference Shareholdings. The Company

shall redeem at £1 each the Preference Shares remaining in issue on the Redemption Date.

(vi) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.

(vii) There shall be paid on each redeemed £1 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon.

(d) Rights attaching to the Second Tranche Preference Shares

(i) The rights and restrictions attaching to the Second Tranche Preference Shares are as set out in this Article 3(d).

(ii) The holders of the Second Tranche Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 8 pence net per share per annum (defined as, for the purposes of this Article 3(d) only, the *Preferential Dividend*) in priority to the Ordinary Shares but ranking behind the Preference Shares. The Preference Dividend shall be paid annually on 31 December in each year in respect of the year ending on that date or on such date and in respect of such period as the Directors may in their discretion determine such that they shall not carry any entitlement to a dividend in respect of 1994. The Second Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company.

(iii) On a return of capital on liquidation or otherwise (except on any redemption of the Second Tranche Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the Second Tranche Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears of the dividend thereon. The Second Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The Second Tranche Preference Shares shall rank behind the Preference Shares but in priority to the Ordinary Shares.

- (iv) The Second Tranche Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:

- (a) shall not have paid the Preferential Dividend on a due date for payment; or
- (b) shall have failed to make lawful payment of the redemption monies due on a redemption of the Second Tranche Preference Shares or shall have failed to make lawful redemption of the Second Tranche Preference Shares on 5 April 1998 (defined as, for the purposes of this Article 3(d) only, the *Redemption Date*)

when the Second Tranche Preference Shareholders shall be entitled until payment or redemption to vote at any general meeting of the Company. On a show of hands every Second Tranche Preference Shareholder who is present in person or by proxy shall have one vote for every £1 nominal amount of the Second Tranche Preference Shares of which he is the holder.

- (v) The Company shall have the right (subject to the provisions of the Articles and the Act and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the Second Tranche Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one day's previous notice in writing. In the case of any partial redemption, the Company shall redeem the Second Tranche Preference Shares of individual Second Tranche Preference Shareholders pro-rata to their respective Second Tranche Preference Shareholdings. The Company shall redeem at £1 each the Second Tranche Preference Shares remaining in issue on the Redemption Date.
- (vi) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.

- (vii) There shall be paid on each share redeemed £1 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon.
- (viii) For the avoidance of doubt the Second Tranche Preference Shares rank behind the Preference Shares.
- (e) **Rights attaching to the Third Tranche Preference Shares**
 - (i) The rights and restrictions attaching to the Third Tranche Preference Shares are as set out in this Article 3(e).
 - (ii) The holder of the Third Tranche Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 5.5 pence net per share per annum (defined as, for the purposes of this Article 3(e) only, the *Preferential Dividend*) in priority to Ordinary Shares but shall rank behind the Preference Shares and the Second Tranche Preference Shares. The Preferential Dividend shall be paid annually on 31 December in each year in respect of the year ending on that date or on such date and in respect of such period as the Directors may in their discretion determine save that they shall not carry any entitlement to a dividend in respect of 1995. The Third Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company.
 - (iii) On a return of capital on liquidation or otherwise (except on any redemption of the Third Tranche Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the Third Tranche Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears of the dividend thereon. The Third Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The Third Tranche Preference Shares shall rank behind Preference Shares and the Second Tranche Preference Shares but in priority to the Ordinary Shares.
 - (iv) The Third Tranche Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:
 - (a) shall not have paid the Preferential Dividend on a due date for payment; or
 - (b) shall have failed to make lawful payment of the redemption monies due on a redemption of the Third Tranche Preference Shares or shall have failed to make lawful redemption of the

Third Tranche Preference Shares on 5 April 1998 (defined as, for the purposes of this Article 3(e) only, the *Redemption Date*)

when the Third Tranche Preference Shares shall be entitled payment or redemption to vote at any general meeting of the Company. On a show of hands every Third Tranche Preference Shareholder who is present in person or by proxy shall have one vote for every £1 nominal amount of the Third Tranche Preference Shares of which he is the holder.

- (v) The Company shall have the right (subject to the provisions of the Articles and the Act and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the Third Tranche Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one day's previous notice in writing. In the case of any partial redemption, the Company shall redeem the Third Tranche Preference Shares of individual Third Tranche Preference Shareholders pro-rata to their respective Third Tranche Preference Shareholdings. The Company shall redeem at £1 each the Third Tranche Preference Shares remaining in issue on the Redemption Date.
- (vi) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.
- (vii) There shall be paid on each share redeemed £1 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon.
- (viii) For the avoidance of doubt the Third Tranche Preference Shares rank behind the Preference Shares and Second Tranche Preference Shares.
- (f) **Rights attaching to the Fourth Tranche Preference Shares**
 - (i) The rights and restrictions attaching to the Fourth Tranche Preference Shares are as set out in this Article 3(f).

- (ii) The holders of the Fourth Tranche Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 86.6 pence net per share per annum (defined as, for the purpose of this Article 3(f) only, *the Fourth Tranche Preferential Dividend*) in priority to the A and B Ordinary Shares but ranking behind the Preference Shares, the Second Tranche Preference Shares and the Third Tranche Preference Shares. the Fourth Tranche Preferential Dividend shall be paid annual on 31 December in each year in respect of the year ending on that date or on such date and in respect of such period as the Directors may in their absolute discretion determine save that the Fourth Tranche Preferential Shares shall not carry any entitlement to a dividend in respect of 1996. The Fourth Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company.
- (iii) On a return of capital on liquidation or otherwise (except on any redemption of the Fourth Tranche Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the Fourth Tranche Preference Shares of the amounts paid up on such shares together with a sum equal to any declared but unpaid arrears of the dividends thereon. The Fourth Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The Fourth Tranche Preference Shares shall rank behind the Preference Shares, the Second Tranche Preference Shares and the Third Tranche Preference Shares but in priority to the A and B Shares.
- (iv) The Fourth Tranche Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:
- (a) shall not have paid the Fourth Tranche Preferential Dividend on a due date for payment; or
 - (b) shall have failed to make lawful payment of the redemption monies due on a redemption of the Fourth Tranche Preference Shares or shall have failed to make lawful redemption of the Fourth Tranche Preference Shares on 30 December 2006 (defined as, for the purposes of this Article 3(f) only, the *Redemption Date*)

when the Fourth Tranche Preference Shares shall be entitled until payment or redemption to vote at any general meeting of the Company. On a show of hands every Fourth Tranche Preference Shareholder who is present in person or by proxy shall have one vote for every £10

nominal amount of the Fourth Tranche Preference Shares of which he is the holder.

- (v) The Company shall have the right (subject to the provisions of the Articles and the Act and every other statute from time to time concerning companies insofar as the same apply to the Company) to redeem the whole or any part of the Fourth Tranche Preference Shares for the time being issued and outstanding at any time, upon giving to the holders of the particular shares to be redeemed not less than one day's previous notice in writing. In the case of any partial redemption, the Company shall redeem the Fourth Tranche Preference Shares of individual Fourth Tranche Preference Shareholders pro-rata to their respective Fourth Tranche Preference Shareholdings. The Company shall redeem at £10 each the Fourth Tranche Preference Shares remaining in issue on the Redemption Date.
- (vi) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to the holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.
- (vii) There shall be paid on each redeemed £10 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon.
- (viii) For the avoidance of doubt the Fourth Tranche Preference Shares rank behind the Preference Shares, the Second Tranche Preference Shares and the Third Tranche Preference Shares.
- (g) **Rights attaching to the Fifth Tranche Preference Shares**
 - (i) The rights and restrictions attaching to the Fifth Tranche Preference Shares are as set out in this Article 3(g).
 - (ii) The holders of the Fifth Tranche Preference Shares shall be entitled to receive a fixed non-cumulative preferential dividend of 6.855 per cent net per share per annum (defined as, for the purposes of this Article 3(g) only, the *Preferential Dividend*) in priority to the Ordinary Shares but ranking behind the Preference Shares, the Second Tranche Preference

Shares, the Third Tranche Preference Shares and the Fourth Tranche Preference Shares. The Preferential Dividend shall be paid annually on 31 December in each year in respect of the year ending on that date or on such date and in respect of such period as the Directors may in their discretion determine. The Fifth Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the profits of the Company.

- (iii) On a return of capital on liquidation or otherwise (except on any redemption of the Fifth Tranche Preference Shares) the assets of the Company available for distribution among the members shall be applied in repayment to the holders of the Fifth Tranche Preference Shares of the amounts paid up on such shares together with a sum equal to any declared by unpaid arrears of the dividend thereon. The Fifth Tranche Preference Shares shall not entitle the holders thereof to any further or other right of participation in the assets of the Company. The Fifth Tranche Preference Shares shall rank for return of capital on liquidation or otherwise after the Preference Shares, the Second Tranche Preference Shares, the Third Tranche Preference Shares and the Fourth Tranche Preference Shares but in priority to the Ordinary Shares and any other shares of whatever class.
- (iv) The Fifth Tranche Preference Shares shall entitle the holders thereof to receive notice and attend at any general meeting but not to vote upon any resolution proposed at any such meeting unless the Company:
 - (a) shall not have paid the Preferential Dividend on a due date for payment; or
 - (b) shall have failed to make lawful payment of the redemption monies due on a redemption of the Fifth Tranche Preference Shares or shall have failed to make lawful redemption of the Fifth Tranche Preference Shares on 24 September 2003 (defined as, for the purposes of this Article 3(g) only, the *Redemption Date*)

when the Fifth Tranche Preference Shares shall be entitled until payment or redemption to vote at any general meeting of the Company. At any time while the Fifth Tranche Preference Shares carry the right to vote at any general meeting of the Company, on a show of hands every holder of Fifth Tranche Preference Shares who is present in person shall have one vote and on a poll every holder of Fifth Tranche Preference Shares who is present in person or by proxy shall have one vote for every £1 nominal amount of the Fifth Tranche Preference Shares of which he is the holder.

- (v) The Company shall (subject to the provisions of the Act and every other statute from time to time concerning companies insofar as the same apply to the Company) redeem at £1 each of the Fifth Tranche Preference Shares remaining in issue on the Redemption Date.
 - (vi) Any notice of redemption shall specify the particular shares to be redeemed, the date fixed for redemption and the place at which the certificates for such shares are to be presented for redemption and upon such date each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificates for such of the shares concerned as are held by him in order that the same may be cancelled. Upon such delivery the Company shall pay to such holder (or, in the case of joint holders, to such holder whose name stands first in the Register in respect of such shares) the amount due to him in respect of such redemption. If any certificates so delivered to the Company include any shares not redeemable on that occasion, a fresh certificate for such shares shall be issued to the holder without charge.
 - (vii) There shall be paid on each redeemed Fifth Tranche Preference Share £1 together with a sum equal to any declared but unpaid arrears of the fixed dividend thereon."
4. The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital of the Company at the date of the adoption of these Articles.
5. In accordance with Section 91 (1) of the Act, Sections 89 (1) and 90 (1) to (6) (inclusive) of the Act shall not apply to the Company.
6. Subject to the provisions of the Companies Acts and of any resolution of the Company in general meeting passed pursuant thereto (save for those provisions excluded by Article 5), and, in the case of redeemable shares, the provisions of Article 7, all unissued shares for the time being in the capital of the Company shall be at the disposal of the Directors, and they may (subject as aforesaid) allot, grant options over, or otherwise dispose of them to such persons, on such terms and conditions, and at such times as they think fit.
7. Subject to the provisions of the Companies Acts, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by the Articles.
8. In addition to all other powers of paying commissions, the Company may exercise the powers of paying commissions conferred by the Companies

Acts. Subject to the provisions of the Companies Acts, any such commission may be satisfied by the payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

9. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by the Articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

10. Every member, upon becoming the holder of any shares, shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the Directors may determine. Every certificate shall be sealed with the seal and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.

11. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the Directors may determine but otherwise free of charge, and (in the case of defacement or wearing out) on delivery up of the old certificate.

LIEN

12. The Company shall have a first and paramount lien on every share (whether fully paid or not) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this regulation. The Company's lien on a share shall extend to any amount (including dividends) payable in respect of it.

13. The Company may sell in such manner as the Directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder or otherwise by operation of law, demanding payment and stating that if the notice is not complied with the shares may be sold.

14. To give effect to a sale the Directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

15. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

16. Subject to the terms of allotment, the Directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.

17. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed.

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

19. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) but the Directors may waive payment of the interest wholly or in part.

20. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call duly made and notified and payable on the date so fixed or in accordance with the terms of allotment and if it is not paid the provisions of the Articles shall apply as if that amount had become due and payable by virtue of a call.

21. Subject to the terms of allotment, the Directors may make arrangements on the issue of shares for a difference between the holders in the amounts and time and payment of calls on their shares.
22. If a call remains unpaid after it has become due and payable the Directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.
23. If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors and the forfeiture shall include all dividends or other moneys in respect of the forfeited shares and not paid before the forfeiture.
24. Subject to the provisions of the Companies Acts, a forfeited share shall be deemed to belong to the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the Directors may authorise some person to execute an instrument of transfer of the share to that person. The Company may receive the consideration given for the share on its disposal and may register the transferee as holder of the share.
25. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined by the Act) from the date of forfeiture until payment but the Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
26. A statutory declaration by a Director or Secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed

of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

27. The instrument of transfer of a share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. An instrument of transfer need not be under seal.

28. Any Director or Secretary (or any person appointed by the Directors for the purpose) shall have power, for the purposes of Section 184 of the Act or for any other purpose, to certificate any instrument of transfer of shares in, or debentures of, the Company, and to issue any certificated instrument of transfer of shares in, or debentures of, the Company.

29. The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of a share, whether or not it is a fully paid share, to a person of whom they do not approve and they may refuse to register the transfer of a share on which the Company has a lien.

30. The Directors may also refuse to register a transfer unless:

- (a) it is duly stamped, is lodged at the Office or at such other place as the Directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (b) it is in respect of only one class of shares; and
- (c) it is in favour of not more than four transferees.

31. If the Directors refuse to register a transfer of a share, 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.

32. The registration of transfers of shares or of transfers of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the Directors may determine.

33. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.

34. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the Directors refuse to

register shall be returned to the person lodging it when notice of the refusal is given.

TRANSMISSION OF SHARES

35. If a member dies the survivor or survivor where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having title to his interest, but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.

36. A person becoming entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law may, upon such evidence being produced as the Directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the provisions of the Articles relating to the transfer of shares shall apply to the notice of instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.

37. A person becoming entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law shall, upon such evidence being produced as the Directors may properly require as to his entitlement, have the rights to which he would be entitled if he were the holder of the share, and may give discharge for all dividends and other moneys payable in respect of that share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company.

CONVERSION OF SHARES INTO STOCK

38. The Company may by Ordinary Resolution convert any paid-up shares into stock, and reconvert any stock into paid-up shares of any denomination.

39. A holder of stock may transfer it as if the shares from which the stock arose had not been converted, or as near thereto as circumstances admit; and the Directors may fix the minimum amount of stock transferable at any amount not exceeding the nominal amount of any share from which any part of the stock arose.

40. A holder of stock shall have the same rights as if he held the shares from which the stock arose, but no rights (except participation in the assets and profits of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that right.

41. The Articles applicable to paid-up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

ALTERATION OF SHARE CAPITAL

42. The Company may by Ordinary Resolution:

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

All new shares shall be subject to the provisions of these Articles with reference to payment of calls, lien, forfeiture, transfer, transmission and otherwise, and, unless otherwise provided by these Articles, by the resolution creating the new shares or by the conditions of issue, the new shares shall be unclassified shares.

43. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the Directors may settle the matter in any manner it deems fit and in particular may, on behalf of those members, sell the shares representing the fractions to any person (including, subject to the provisions of the Companies Acts, the Company) and distribute the net proceeds of sale in due proportion among those members, and the Directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

44. Subject to the provisions of the Companies Acts, the Company may by Special Resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

45. Subject to the provisions of the Companies Acts, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

46. All general meetings other than annual general meetings shall be called extraordinary general meetings.

47. Any Director or Secretary may call a general meeting or a meeting of the holders of any class of shares of the Company and, on the requisition of members pursuant to the provisions of the Companies Acts, shall call an extraordinary general meeting in accordance with the requirements of the Companies Acts. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Secretary or member may call a general meeting.

NOTICE OF GENERAL MEETINGS

48. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice than that specified in this Article 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 any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the shares giving that right.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law, and to the Directors and auditors of the Company.

Every notice convening a general meeting shall comply with the provisions of the Companies Acts as to giving information to members in regard to their right to appoint proxies.

49. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

50. No business shall be transacted at any meeting unless a quorum is present. One person entitled to vote upon the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

51. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

52. The Chairman, if any, of the Directors or in his absence some other Director nominated by the Directors shall preside as Chairman of the meeting, but if neither the Chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be Chairman and, if there is only one Director present and willing to act, he shall be Chairman.

53. If no Director is willing to act as Chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.

54. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.

55. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an

adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

56. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the Chairman; or
- (b) by any member present in person or by proxy.

57. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to the effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

58. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

59. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

60. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

61. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

62. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

63. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members or their attorneys and signature in the case of a corporate body which is a member shall be sufficient if made by a Director thereof or its duly appointed attorney.

VOTES OF MEMBERS

64. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

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

66. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, before the time appointed for holding the meeting or adjourned meeting at which the right to vote is exercised and in default the right to vote shall not be exercisable.

67. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid.

68. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and

every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

69. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion. A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

70. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

LIMITED

I/We, _____ of _____
being a member/members of the above-named Company, hereby appoint _____
of _____ or failing him, _____
of _____ as my/our proxy to vote in my/our
name[s] and on my/our behalf at the annual/extraordinary general meeting of
the Company to be held on _____ 19__, and at any adjournment thereof.

Signed on _____ 19__.

71.(A) Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

LIMITED

I/We, _____ of _____
being a member/members of the above-named Company, hereby appoint _____
of _____ or failing him, _____
of _____ as my/our proxy to vote in my/our
name[s] and on my/our behalf at the annual/extraordinary general meeting of
the Company, to be held on _____ 19__, and at any adjournment
thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against

Resolution No. 2 *for *against

* *Strike out whichever is not desired.*

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____ 19__.

71.(B) The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

72. For so long as the Company is a subsidiary, any director or secretary of a body corporate which is a member (each such person being hereafter referred to as a *Qualifying Representative*) shall be recognised as the proxy of that body corporate unless the body corporate has delivered to the Company in relation to the meeting a valid instrument of proxy which has not been revoked. If more than one Qualifying Representative of a body corporate is present at any meeting of the Company, such persons shall agree between them who shall act as proxy for the body corporate. In default of their promptly so agreeing, the Chairman of the meeting shall direct which person shall act as proxy for the body corporate and his decision shall be final. All acts done by a Qualifying Representative who acts as proxy pursuant to the provisions of this Article shall, notwithstanding that it afterwards be discovered that there was a defect in his appointment and that he was disqualified from holding office, or had vacated office, or that he was not authorised by the body corporate to do the act in question, be as valid as if such Qualifying Representative had been duly appointed and was qualified and had continued to hold the relevant office and had been duly authorised to do the act in question.

73. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Directors shall:

- (a) be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a poll be deposited as aforesaid after the poll had been demanded and before the time appointed for taking of the poll;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

74. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

75. Any corporation or corporation sole which is a member may by resolution of its Directors or other governing body or under the hand of any officer duly authorised by it authorise such person as it thinks fit to act as its representative at any meeting of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the grantor of that authority as the grantor could exercise if it were an individual member and the grantor shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present at it.

NUMBER OF DIRECTORS

76. Unless otherwise determined by Ordinary Resolution of the Company there shall be no maximum number of Directors and the minimum number shall be one.

ALTERNATE DIRECTORS

77.(A) Each Director (other than an alternate Director) shall have the power at any time to appoint as an alternate Director either another Director or any other person approved for that purpose by a resolution of the Directors, and at any time, to terminate such appointment. Every appointment and removal of an alternate Director shall be in writing signed by the appointor and (subject to any approval required) shall (unless the Directors agree otherwise) only take effect upon receipt of such written appointment or removal at the Office.

(B) An alternate Director so appointed shall not be entitled as such to receive any remuneration from the Company save that he may be paid by the Company 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, but shall otherwise be subject to the provisions of these Articles with respect to Directors. An alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director and shall during his appointment be an officer of the Company and shall not be deemed to be an agent of his appointor.

- (C) An alternate Director shall (subject to his giving to the Company an address at which notice may be served upon him) be entitled to receive notices of all meetings of the Directors and of any committee of the Directors of which his appointor is a member and to attend and to vote as a Director at any such meeting at which his appointor is not personally present and generally in the absence of his appointor to perform and exercise all functions, rights, powers and duties as a Director of his appointor and to receive notice of and to attend all general meetings.
- (D) The appointment of an alternate Director shall automatically determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor shall cease for any reason to be a Director otherwise than by retiring and being re-appointed at the same meeting.
- (E) A Director or any other person may act as alternate Director to represent more than one Director and an alternate Director shall be entitled at meetings of the Directors or any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

POWERS OF DIRECTORS

78. Subject to the provisions of the Companies Acts, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

79. A Director who is in any way either directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with the Companies Acts. Subject to such disclosure a Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising therefrom, and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.

80. Any Director who by request performs special services or goes or resides abroad for any purposes of the Company may receive such extra remuneration by way of salary, commission, percentage of profits or otherwise as the Directors may determine.

81. The Directors may exercise all powers of the Company to borrow or raise money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture stock and other securities whether outright or as a security for any debt, liability or obligation of the Company or any third party including its holding company.

82. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers, authorities or discretions.

DELEGATION OF DIRECTORS' POWERS

83. The Directors may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any Director holding any executive office such of their powers as they consider desirable to be exercised by him. Any such delegation shall, in the absence of express authority to the contrary in the terms of delegation, be deemed to include authority to sub-delegate to one or more Directors or to any employee or agent of the Company all or any of the powers delegated. Any such delegation may be subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying.

84. A Director holding any executive office shall receive such remuneration (either by way of salary, commission, participation in profits or pension or otherwise howsoever, whether similar to the foregoing or not) as the Directors may determine.

85. The Directors may from time to time and at any time pursuant to this Article appoint any person or persons to any post with such descriptive title including that of director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of any person or persons so appointed. The Directors may fix and determine the remuneration and duties of any person appointed to such a post and, subject to any contract between him and the Company, may remove him from such post. A person so appointed shall not by virtue of the appointment be a Director of the Company for any of the purposes

of these Articles or of the Companies Acts and accordingly shall not in that capacity be a member of the board of Directors or of any committee thereof nor shall he be entitled in that capacity to be present at any meeting of the Directors or of any such committee, except at the request of the Directors or of such committee, and if present at such request he shall not be entitled to vote threat. The expression "Director" or "Directors" where used in the Articles shall not include any person or persons appointed pursuant to this Article.

APPOINTMENT AND RETIREMENT OF DIRECTORS

86. The Parent Company may, by notice in writing to the Company, appoint any person to be a Director or remove any Director from office. Every such appointment or removal shall take effect upon receipt of the notice in writing at the Office or by a Secretary. A notice executed on behalf of the Parent Company shall be treated as a notice given by the Parent Company for the purposes of this Article if it is signed, on behalf of the Parent Company, by a director or secretary of the Parent Company or by a person appointed by the Parent Company (by notice in writing to the Company) to sign such notices.

87. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office until he is removed pursuant to Article 88 hereof.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

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

- (a) he ceases to be a Director by virtue of any provision of the Companies Acts, 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 applies to the Court for an interim order under Section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that Act; 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 1960; or
 - (ii) an order is made by a court or an official 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.

REMUNERATION OF DIRECTORS

89. The Directors shall be entitled to such remuneration as the Company may by Ordinary Resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.

90. The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' INTERESTS

91. Subject to the provisions of the Companies Acts, and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
- (c) may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (d) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

92. For the purposes of Article 91:

- (a) a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- (c) a Director shall not in any circumstances be required to disclose to the Directors that he is a Director or any other officer or employed by or interested in shares or other securities of any body corporate which is the ultimate holding company of the Company or is a subsidiary of such ultimate holding company.

93. The Directors may exercise the voting power conferred by the shares in any body corporate held or owned by the Company in such manner in all respects as it thinks fit (including the exercise thereof in favour of any resolution appointing its members or any of their directors of such body corporate, or voting or providing for the payment of remuneration to the directors of such body corporate).

DIRECTORS' GRATUITIES AND PENSIONS

94.(A) The Directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any Director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) or any person who is or was dependent on him, and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

94.(B) Without prejudice to the provisions of Article 95, 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 the Company, or of any other company which is its holding company or in which the Company or any such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or any such other company, or who

are or were at any time trustees of any pension fund in which employees of the Company or any such other company or subsidiary undertaking 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 or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.

94.(C) No Director or former Director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company.

94.(D) Pursuant to section 719 of the Act, the Directors are hereby authorised to make such provision as may seem appropriate for the benefit of any persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer of the whole or part of the undertaking of the Company or any subsidiary. Any such provision shall be made by a resolution of the Directors in accordance with the said section.

PROCEEDINGS OF DIRECTORS

95. Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Any Director or Secretary may call a meeting of the Directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote. Notice of a meeting of Directors shall be deemed to be properly given to a Director if it is given by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. Any Director may waive notice of a meeting and any such waiver may be retrospective. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

96. The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.

97. The continuing Directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

98. A Director may vote at any meeting of the Directors or of a committee of the Directors on any resolution concerning a transaction or arrangement with the Company or in which the Company is interested, notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the Company.

99. The Directors may appoint one of their number to be the Chairman of the Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.

100. All acts done by a meeting of Directors, or of a committee of Directors, or by a person acting as a Director or an alternate Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or an alternate Director and had been entitled to vote.

101. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

102. A resolution which has been agreed upon by all the Directors for the time being entitled to receive notice of a meeting of the Directors or of a committee of the Director shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) that committee of the Directors duly convened and held; but a resolution to which an alternate Director has agreed need not also be agreed to by his appointor; and a resolution to which a Director who was appointed an alternate Director has agreed need not also be agreed to by the alternate Director in that capacity.

103. Without prejudice to the generality of Article 102, the agreement of a Director to a resolution may be signified by his signing a document, telex or facsimile document setting out the resolution or by his indicating agreement to the resolution in a telephone conversation with one or more other Directors or with a Secretary.

104. Without prejudice to the first sentence of Article 95, a meeting of the Directors or of a committee of the Directors may consist of a conference between Directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others simultaneously. A Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word "meeting" in these Articles shall be construed accordingly.

SECRETARY

105. Subject to the provisions of the Companies Acts, the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them.

MINUTES

106. The Directors shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the Directors; and
- (b) of all decisions of the members or any class of them binding on the Company, proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting.

Any such minutes, if purporting to be signed by the chairman of the meeting to which they relate or of the meeting at which they are read, shall be sufficient evidence without any further proof of the facts therein stated.

THE SEAL

107. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by a Secretary or by a second Director.

108. The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad.

109. Where the Act so permits, any instrument signed, with the authority of a resolution of Directors, by one Director and one Secretary or by two Directors and expressed to be executed by the Company as a deed 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 by the persons making it to have effect as a deed shall be signed without the authority of the Directors.

110. A document which is executed by the Company as a deed shall not be deemed to be delivered by the Company solely as a result of its having been executed by the Company.

111. Any Director or Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents on behalf of the Company (including documents affecting the constitution of the Company, the Memorandum and Articles of Association of the Company, lists of persons authorised to sign on behalf of the Company and any resolutions passed by the Company or the holders of any class of shares of the Company or the Directors or any committee of the Directors), and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or the minutes of or an extract from the minutes of a meeting of the Company or the holders of any class of shares of the Company or of the Directors or any committee of the Directors that 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 such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS

112. Subject to the provisions of the Companies Acts, the Directors may declare dividends in accordance with the respective rights of the members.

113. Subject to the provisions of the Companies Acts, the Directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the Directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. The Directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the Directors act in good faith, they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the

lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

114. Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.

115. The Directors declaring a dividend may direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the Directors may settle the same and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions or disregard fractions altogether and may fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

116. The Directors may deduct from any dividend or other moneys payable to any member in respect of a share any moneys presently payable by him to the Company in respect of that share.

117. Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder or otherwise by operation of law, to the registered address of that one of those person who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share. Any such dividend or other money may also be paid by any other method (including direct debit, bank transfer and dividend warrant) which the Directors consider appropriate.

118. No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

119. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company.

ACCOUNTS

120. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Directors or by Ordinary Resolution of the Company or order of a court of competent jurisdiction.

CAPITALISATION OF PROFITS

121.(A) The Directors may:

- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
- (b) appropriate the sum resolved to be capitalised to the members on the record date specified in the resolution who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures to the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct in those proportions, or partly in one way and partly in the other; but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purpose of this Article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;
- (c) make such provision by authorising the sale and transfer to any person of fractions to which members would become entitled or may resolve that the distribution be made as nearly as practicable in the correct proportion but not exactly so or may ignore fractions altogether or resolve that cash payments be made to any members in order to adjust the rights of all parties or otherwise as (in each case) the Directors determine where shares or debentures become, or would otherwise become, distributable under this Article in fractions;
- (d) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for either:-
 - (i) the allotment to them respectively, credited as fully paid, of such shares or debentures to which they are entitled upon such capitalisation, or

- (ii) the payment up by the Company on behalf of such members (by the application thereto of their respective proportions of the profits resolved to be capitalised) of the amounts, or any part of the amounts, remaining unpaid on their existing shares;

and any agreement made under such authority shall be binding on all such members; and

- (e) generally to do all acts and things required to give effect to such resolution as aforesaid.

121.(B) Notwithstanding any other provision of these Articles, the Company or the Directors may fix any date as the record date for any dividend, allotment or issue, and such record date may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made.

NOTICES

122. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.

123. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by sending it by facsimile transmission to the member at the last telephone number which the member has given the Company for this purpose. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.

124. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

125. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

126. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

127. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or

delivering it, in any manner authorised by the Articles for the giving of notice to a member, addressed to them by name, or by the title for representatives of the deceased, or trustee of the bankrupt or by any like description at the address, if any, supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.

WINDING UP

128. If the Company is wound up, the liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability.

129. The power of sale of a liquidator shall include a power to sell wholly or partially for shares or debentures or other obligations of another body corporate, either then already constituted or about to be constituted for the purpose of carrying out the sale.

INDEMNITY

130. Subject to the provisions of the Companies Acts, but without prejudice to any indemnity to which a Director, Secretary or other officer may otherwise be entitled, every Director, Secretary or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or the exercise of his powers or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act or under Section 144(3) of the Act in which relief is granted to him by the Court, and no Director, Secretary or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto.