

No 2630142

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION OF

VEOLIA WATER CAPITAL FUNDS LIMITED

(as amended by Special Resolution passed on 21st October 1991, by written resolutions passed on 4th September 1992 and 16th September 1994 and by Special Resolution passed on 14 November 2006)

- *1 The Company's name is "Veolia Water Capital Funds Limited"
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are -
 - (A) To carry on the business of an investment holding company, and to buy, subscribe for, underwrite or otherwise acquire or invest in any bonds, debentures, debenture stocks, notes, obligations or other securities whatsoever of any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local, or otherwise, in any part of the world, or any bonds, debentures, debenture stocks, notes, obligations, shares, stocks or other securities whatsoever of any company, corporation, firm or person, to acquire or invest in any other property, rights or interests of whatsoever kind as the Company shall deem fit, to hold for investment purposes and manage, deal with, sell, lease, dispose of or otherwise turn to account the investments of the Company as the Company shall deem fit

* By Special Resolution dated 21st October 1991, it was resolved that the name of the Company be changed from Rightistance Limited to GU Capital Funds Limited. By written resolution dated 16th September 1994 it was resolved that the Company be reregistered as a public company with the name GU Capital Funds PLC.

* The Company changed its name to Vivendi Water Capital funds PLC by a Special Resolution passed on 10th January 2001 and to Veolia Water Capital Funds PLC by a Special Resolution on 16th May 2003. By Special Resolution dated 14 November 2006 it was resolved that the Company be reregistered as a private company with the name Veolia Water Capital Funds Limited.

- (B) To acquire and assume for any estate or interest and to take options over, construct, 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 and to act and carry on business as a holding company
- (C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things
- (D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers
- (E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind
- (F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind
- (G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision
- (H) To lend money, and grant or provide credit and financial accommodation, to any person and to carry on the business of a banking, finance or insurance company
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company
- (K) 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 and to carry out, exercise and comply with the same
- (L) 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 creation and issue of securities

- (M) 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 obligation 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 or in any other manner, 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 otherwise associated with the Company
- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person
- (O) 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
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation
- (Q) 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 securities
- (R) 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
- (S) 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 securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of any as secretary, manager, registrar, or

transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust

- (T) To pay all the costs, charges and expenses preliminary or 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
- (U) To grant pensions, annuities, gratuities and superannuation or other allowances and benefits, 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 who the Company considers have any moral claim on the Company or to their relations, connections or dependents, 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
- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others
- (Y) 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
- (Z) 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 in this clause "company", 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, firm or association, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "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 Company's share capital is £1,000 divided into 1,000 shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions

By Ordinary Resolution dated 21st October 1991, the nominal capital of the Company was increased to £50,000 by the creation of 49,000 Ordinary Shares of £1 each

By written resolution passed on 4th September 1992, the nominal capital of the Company was increased to £35,000,000 by the creation of an additional 34,950,000 Ordinary Shares of £1 each

WE, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this Memorandum of Association, and we agree to take the number of Shares set opposite our respective names

NAMES, ADDRESSES OF SUBSCRIBERS

Number of Shares
taken by each
Subscriber

1 Instant Companies Limited
2 Baches Street
London NI 6UB

ONE

2 Swift Incorporations Limited
2 Baches Street
London NI 6UB

ONE

Total shares taken

TWO

DATED 10th July 1991

WITNESS to the above Signatures -

Mark Anderson
2 Baches Street
London N1 6UB

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

VEOLIA WATER CAPITAL FUNDS LIMITED

(including amendments made to and including 14 November 2006)

VEOLIA WATER CAPITAL FUNDS LIMITED

DEFINITIONS AND INTERPRETATION

1. Definitions

1.1 In these articles

“**address**” includes (but only in relation to electronic communications) any number or address used for the purposes of such communications,

“**board**” means the board of directors for the time being of the company or those directors present at a duly convened meeting of the directors at which a quorum is present,

“**committee**” means a committee of the board duly appointed pursuant to these articles,

“**communication**” is as defined in the Electronic Communications Act 2000, “**director**” means a director for the time being of the company,

“**electronic communication**” is as defined in the Electronic Communications Act 2000,

“**Statutes**” means every statute (including any statutory instrument, order, regulation or subordinate legislation made under it) for the time being in force concerning companies and affecting the company,

“**Table A**” means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985,

“**these articles**” means these articles of association (including such regulations in Table A as apply to the company) as originally adopted or as altered from

time to time and reference to any numbered article is to the corresponding article in these articles,

“writing” includes any method of reproducing or representing words in a legible and non-transitory form

- 1 2 References in regulation 1 of Table A to “these regulations” shall include a reference to these articles. Headings to these articles are inserted for convenience only and shall not affect their construction
- 1 3 References to the execution or the signing of an electronic communication include references to its being executed by such means as the board may from time to time approve (including for the purpose of establishing the authenticity or integrity of the communication). Except insofar as these articles expressly require a communication to be in writing, any electronic communication purporting to contain a copy of a document need not be in writing provided that it faithfully and intelligibly reproduces all the relevant information given in writing in the document. References to anything given, sent or received by, or contained in, an electronic communication include references to its being published on a web site and such publication being notified (by electronic communication or otherwise) to the relevant person in such manner that, where relevant, that person would be deemed to have notice of it, and access on that web site to it, for at least the duration of any relevant period of notice or availability prescribed by these articles or by the Statutes

2. Table A

- 2 1 The regulations contained in Table A (as modified by these articles) shall apply to the company except in so far as they are excluded by or are inconsistent with these articles. Regulations 2, 8, 24, 40, 41, 53, 54, 60 to 62 (inclusive), 64, 65, 67, 73 to 78 (inclusive), 80, 83, 94 to 98 (inclusive), 108, 111, 112, 115, 116 and 118 of Table A shall not apply to the company

SHARE CAPITAL

3. Power to allot shares

- 3 1 Subject to the Statutes and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the company may by ordinary resolution determine or, in the absence of any such determination or in so far as such ordinary resolution does not make specific provision, as the board may determine
- 3 2 Except as the company in general meeting may otherwise resolve, the board is unconditionally authorised to allot, issue, deal with or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) to such persons (including any director) on such terms and at such time or times as it thinks fit, provided that no shares shall be issued at a discount
- 3 3 The maximum nominal amount of share capital which the board may allot or otherwise dispose of in accordance with this article shall be the nominal amount of unissued share capital at the date of incorporation of the company or such other amount as shall be authorised by the company in general meeting

3 4 The authority conferred on the board by this article shall remain in force for a period of five years from the date of incorporation of the company and thereafter provided this authority is renewed from time to time by the company in general meeting in accordance with section 80 of the Act The company may before such authority (or renewed authority) expires make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the board may allot relevant securities in pursuance of such offer or agreement as if the authority had not expired

4. Disapplication of statutory pre-emption provisions

4 1 In accordance with section 91(1) of the Act, the provisions of sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the share capital of the company (present and future)

5. Alteration of share capital

5 1 Subject to the provisions of the Act, the company may by special resolution reduce its share capital, any capital redemption reserve, any share premium account or other distributable reserve in any way

6. Execution of certificates

6 1 Every certificate for shares or other securities of the company shall be issued under the seal or in such other manner as the board, having regard to the terms of issue and the Statutes, may authorise, and each share certificate shall specify the shares to which it relates, the distinguishing number (if any) of the shares and the amount paid up on the shares The board may determine, either generally or in relation to any particular case, that any signature on any certificate need not be autographic but may be applied by some mechanical or other means, or printed on the certificate, or that certificates need not be signed

LIEN AND FORFEITURE

7. Company's lien

7 1 Notwithstanding anything contained in these Articles or the Companies Act 2006, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares (whether fully paid or not)

8. Forfeiture

Subject to the provisions of the Act and these articles, a forfeited share shall become the property of the company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the board determines 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 board think fit Where for the purposes of its disposal a forfeited share is to be transferred to any person the board may authorise some person to execute an instrument of transfer of the share to that person

TRANSFER OF SHARES

9. Right to refuse registration

9 1 Notwithstanding anything contained in these Articles or the Companies Act 2006, the directors shall not decline to register any transfer of shares in the Company, nor may they suspend such registration, where such transfer

- (a) is to any Secured Party, or
- (b) is delivered to the Company for registration by a Secured Party in order to perfect or enforce its security over the shares in the Company, or
- (c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles or the Companies Act 2006 no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

For the purposes of this Article "**Secured Party**" means any entity (including, without limitation, The Royal Bank of Scotland plc) to whom a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf. A certificate by an official of such entity stating that a security interest has been granted over the shares in the Company shall be conclusive evidence of that fact

PROCEEDINGS AT GENERAL MEETINGS

10. Quorum

10 1 No business shall be transacted at any general meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. Provided that if and for so long as the company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.

11. Procedure if a quorum is not present

If a quorum is not present within half an hour of the time appointed for a general meeting, the meeting, if convened on the requisition of members, shall be dissolved, in any other case it shall stand adjourned to such day and at such time and place as the board may determine, and 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.

12. Procedure if a single member company

- 12 1 If the membership of the company falls to one member or, having been one member, increases to more than one member, an appropriate statement of such event shall together with the date of that event be entered in the register of members in accordance with section 352A of the Act

If and for so long as the company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the company in general meeting save that this article shall not apply to resolutions passed pursuant to sections 303 and 391 of the Act Any decision taken by a member pursuant to this article shall be recorded in writing and delivered (including by electronic communication) by that member to the company for entry in the company's minute book

- 12 2 If and for so long as the company has only one member and that member is a director, the company shall, except as to contracts in the ordinary course of the company's business, comply with the obligation in section 322B of the Act to ensure that any contract between the company and that member is in writing or set out in a memorandum in writing or is recorded in the minutes of the first meeting of the directors following the making of that contract

13. Execution by or on behalf of members

- 13 1 For all purposes, including the execution or signature of any appointment of proxy, resolution in writing, notice or other document (including electronic communications) executed, signed or approved pursuant to any provision of these articles,

13 1 1 in the case of a share registered in the name of joint holders, signing by any one of such joint holders shall be deemed to be and shall be accepted as signing by all the joint holders, and

13 1 2 in the case of a member which is a corporation, signing by any director or the secretary of that corporation or any other person who appears to any officer of the company (acting reasonably and in good faith) to have been duly authorised to sign shall be deemed to be and shall be accepted as signing by that corporation

14. Right to demand a poll

- 14 1 A poll may be demanded at any general meeting by any member (or his proxy or, in the case of a corporation, his duly authorised representative) entitled to vote at the meeting Regulation 46 of Table A shall be modified accordingly

15. Resolution in writing

- 15 1 A resolution in writing of all the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held if it consists of either

15 1 1 an instrument (including one contained in an electronic communication) in writing signed by or on behalf of each such member, or

- 15 1 2 several instruments (including any contained in electronic communications) in writing in substantially similar form each signed by or on behalf of one or more of such members
- 15 2 Any such instrument in writing may be accepted notwithstanding that the original is not available at the office provided that a copy of it has been sent (including by electronic communication) by or on behalf of one or more of such members and deposited or received at the office or received by any director or by the secretary
- 16. Voting**
- 16 1 Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with these articles or otherwise, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by its duly authorised representative, not being himself a member entitled to vote, shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by its duly authorised representative shall have one vote for every share of which he is the holder
- 17. Proxies**
- 17 1 If the appointment of a proxy is
- 17 1 1 an instrument not contained in an electronic communication, it shall be executed under the hand of the appointor or of his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it,
- 17 1 2 contained in an electronic communication, it shall be executed by or on behalf of the appointor
- 17 2 The board may (but need not) allow proxies to be appointed by means of electronic communication, and if it does it may make such appointments subject to such stipulations, conditions or restrictions, and require such evidence of valid execution, as the board thinks fit
- 17 3 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority certified notarially or in some other way approved by the board, shall
- 17 3 1 in the case of an instrument not contained in an electronic communication, be deposited at the office (or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting or in the instrument) not less than 48 hours before the time of the holding of the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or
- 17 3 2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications
- (a) in the notice convening the meeting, or

- (b) in any instrument of proxy sent out by the company in relation to the meeting, or
- (c) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address (or, where the thing in question is not contained in an electronic communication, at the office or at such other place as may be specified for the purpose) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

17 3 3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

17 3 4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to any director,

but notwithstanding this an appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the appointment proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll) Otherwise, an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid

17 4 The appointment of a proxy shall be in any usual form or any other form which the board may approve and may relate to more than one meeting The board may, if it thinks fit but subject to the Statutes, include with the notice of any meeting forms of appointment of proxy for use at the meeting The appointment of proxy shall be deemed to include the right to demand or join in demanding a poll and (except to the extent that the appointment comprises instructions to vote in a particular way) to vote or abstain as the proxy thinks fit on any business properly dealt with at the meeting, including a vote on any amendment of a resolution put to the meeting or on any motion to adjourn The appointment shall, unless the contrary is stated in it, be as valid for any adjournment of the meeting as for the meeting to which it relates A proxy may not speak at any meeting except with the permission of the chairman of the meeting

17 5 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 such determination was received by the company at the office (or at such other place at which the appointment of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which the appointment was duly received) not later than the last time at which an appointment of proxy should have been deposited, delivered or received in order to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll demanded

NUMBER OF DIRECTORS

18. Number of directors

- 18 1 Unless otherwise determined by ordinary resolution, the number of directors shall not be subject to any maximum and the minimum number of directors shall be one

ALTERNATE DIRECTORS

19. Appointment, removal and cessation

- 19 1 Any director other than an alternate director may by notice in writing appoint any person to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director shall cease to be an alternate director if his appointor ceases to be a director

20. Alternate acting for more than one director

- 20 1 When an alternate director is also a director or acts as an alternate director for more than one director, such alternate director shall have one vote for every director so represented by him who is not present (in addition to his own vote if he is himself a director) and shall be counted in the quorum as a corresponding number of directors provided that at least one other director (or alternate director) is participating

DELEGATION OF POWERS

21. Committees

- 21 1 The following sentences shall be inserted in place of the first sentence of regulation 72 of Table A

“The directors may delegate any of their powers to any committee consisting of one or more persons. Any committee shall have the power (unless the directors direct otherwise) to co-opt as a member or as members of the committee for any specific purpose any person or persons not being a director or directors of the company”

- 21 2 The power to delegate contained in this article shall be effective in relation to the powers, authorities and discretions of the board generally (none of which shall be deemed incapable of delegation to a committee) and shall not be limited by the fact that in certain articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the board or by a committee authorised by the board

APPOINTMENT AND RETIREMENT OF DIRECTORS

22. No retirement by rotation

- 22 1 The directors shall not be subject to retirement by rotation and accordingly the final two sentences of regulation 79 of Table A shall not apply to the company

23. Casual vacancy

- 23 1 The company may by ordinary resolution appoint a person who is willing to act as a director either to fill a vacancy or as an additional director

24. Majority shareholders' right to appoint and remove directors

- 24 1 Any member or members holding a majority in nominal amount of the issued ordinary share capital which confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing to the company signed by the relevant member or members. Any such appointment or removal shall take effect when the notice is delivered to the office or to the secretary, or is received by electronic communication at the company's address for electronic communications, or is produced at a meeting of the board. Any such removal shall be without prejudice to any claim which a director may have under contract between him and the company.

25. Death of a sole member

- 25 1 In any case where as the result of the death of a sole member of the company the company has no members and no directors, the personal representatives of such deceased member shall have the right by notice in writing signed by them and delivered to the office or to the secretary, or received by electronic communication at the company's address for electronic communications, to appoint a person to be a director of the company and such appointment shall be as effective as if made by the company in general meeting.

26. No age limit for directors

- 26 1 There shall be no age limit for directors of the company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

27. Disqualification

- 27 1 Regulation 81 of Table A shall be amended by substituting for paragraphs (c) and (e)

“(c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director, or”, and

“(e) he is otherwise duly removed from office ”

REMUNERATION OF DIRECTORS

28. Ordinary remuneration and extra remuneration

28 1 Regulation 82 of Table A shall be amended by the addition of the following

“Such remuneration shall be divided between the directors (if more than one) in such proportion and manner as the directors may unanimously determine or, in default of such determination, equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of such year or other period during which he has held office Any director who, at the request of the board, performs special services or goes or resides abroad for any purpose of the company may receive such extra remuneration by way of salary, commission or participation in profits, or partly in one way and partly in another, as the board may determine ”

29. Directors’ expenses

29 1 The directors (including alternate directors) may be paid all travelling, hotel, and other expenses properly and reasonably incurred by them in connection with their attendance at meetings of directors or committees 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

PROCEEDINGS OF DIRECTORS

30. Notice to directors outside the United Kingdom

30 1 Regulation 88 of Table A shall be amended by substituting for the sentence

“It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom ”

the following sentence

“Notice of every meeting of directors shall be given to each director or his alternate director, including any director or alternate director who may for the time being be absent from the United Kingdom and has given the company his address (which may be or include his address for electronic communications) outside the United Kingdom ”

The final sentence of regulation 66 of Table A shall accordingly not apply to the company

30 2 References in this article to a director shall include references to an alternate director who at the relevant time is entitled to receive notice of and to attend a meeting of the board or, as the case may be, the relevant committee

31. Sole director

- 31 1 If and or so long as there is only one director that director shall, notwithstanding anything to the contrary in these articles, have authority to exercise all the powers, authorities and discretions vested in the board or the directors generally, these articles shall be read and construed accordingly, and the quorum for the purposes of regulation 89 of Table A shall be one
- 31 2 Regulation 90 of Table A shall be amended by deleting the words “or a sole continuing director” and “or director”

32. Resolution in writing

- 32 1 A resolution in writing such as is referred to in regulation 93 of Table A signed by any relevant director, alternate director or member of a committee may be evidenced by letter, electronic communication in writing or by any other means which the directors may approve from time to time

33. Participation at meetings by telephone

- 33 1 Any director (including an alternate director) or other person may participate in a meeting of the directors or a committee of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other Resolutions and decisions of the kind normally made or taken at a physical meeting of the directors or a committee in accordance with these articles can accordingly be so made or taken even if no persons so participating are physically present with each other Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting is
- 33 2 In determining whether the quorum requirements fixed by or in accordance with these articles are fulfilled, all directors participating in the meeting in accordance with this article shall be counted in the quorum

34. Directors' interests

- 34 1 Without prejudice to such disclosure as is required by section 317 of the Act, a director (including an alternate director) shall be counted for the purposes of calculating whether there is a quorum and shall be entitled to vote at a meeting of directors or of a committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the company

35. Secretary

- 35 1 Subject to the provisions of the Act, the secretary shall be appointed by the board for such term, at such remuneration and upon such conditions as the board may think fit, and any secretary so appointed may be removed by the board If thought fit, two or more persons may be appointed as joint

secretaries The board may also appoint from time to time on such terms as it thinks fit one or more assistant or deputy secretaries

THE SEAL

36. Sealing

36 1 If the company has a seal it shall only be used with the authority of the board or of a committee The board 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 the secretary or a second director

36 2 Without limiting the board's or any committee's powers pursuant to regulation 101 of Table A, the board or a committee authorised to do so by the board may by electronic communication (whether or not in writing) authorise any person to use the seal and the transmission of such authority shall constitute a determination in such a case that that person may sign any instrument to which the seal is to be affixed pursuant to that authority

37. Official seal

37 1 In accordance with section 39 of the Act the company may have an official seal for use in any territory, district or place outside the United Kingdom

DIVIDENDS

38. Payment of dividends

38 1 The payment by the board of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the company as trustee in respect of such monies Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the board so resolve, be forfeited and cease to remain owing by the company

38 2 The board may retain any dividend or other monies payable on or in respect of a share on which the company has a lien and may apply the same in or towards satisfaction of the debts or other liabilities in respect of which the lien exists

NOTICES

39. Form of notice

39 1 Any notice, document or other communication (including copies of accounts or summary financial statements) to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of directors) shall be in writing except that, if it is given using electronic communications, it need not be in writing unless these articles specifically require it to be

40. Service of notice

40 1 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 giving it using electronic communications in accordance with this article. 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. A member whose registered address is not within the United Kingdom and who notifies the company of an address within the United Kingdom at which notices, documents or other communications may be served on or delivered to him shall be entitled to have notices or other communications served on or delivered to him at that address (in the manner referred to above), but otherwise no such member shall be entitled to receive any notice, document or other communications from the company. Such address may, at the board's discretion, be an address for the purposes of electronic communications but the board may at any time without prior notice (and whether or not the company has previously sent electronic communications to that address) refuse to send electronic communications to that address.

- 40 2 Any notice, document or other communication sent by electronic communication shall be sent to an address for the time being notified (by the person wishing to receive the electronic communication) for that purpose to the person sending the communication. Except insofar as the Statutes require otherwise, for electronic communications given by the company to any member (but not vice versa) the company may treat an address notified for the purpose of any electronic communication as that member's address for all electronic communications, whatever their content, until the member notifies the company otherwise.

41. When notice deemed served

- 41 1 Any notice, document or other communication

41 1 1 if sent by the company by post or other delivery service shall be deemed to have been served or delivered on the day following that on which it was put in the post or given to the delivery agent and, in proving service or delivery, it shall be sufficient to prove that the notice, document or communication was properly addressed, prepaid and put in the post or duly given to the delivery agent,

41 1 2 if sent by the company by way of an electronic communication shall be deemed to have been served or delivered at the expiration of 24 hours after the time it was sent, and proof that the notice or communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was served or delivered,

41 1 3 not sent by post or other delivery service but served or delivered personally or left by the company at the address for that member on the register shall be deemed to have been served or delivered on the day and at the time it was so left.

42. Service of notice on person entitled by transmission

- 42 1 Where a person is entitled by transmission to a share, any notice, document or other communication shall be served upon or delivered to him by the company as if he were the holder of that share and his address were that noted in the register as the registered address or (to the extent compatible with the nature of the thing served, and subject to the board's discretion) that given by the holder for the purposes of electronic communications. Otherwise, any notice, document or other communication served on or delivered to any member pursuant to these articles shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the company has notice of the death, bankruptcy or other event, be deemed to have been properly served or delivered in respect of any share registered in the name of that member as sole or joint holder.

INDEMNITY

43. Indemnity, provision of funds and insurance

- 43 1 Subject to, and to the extent not avoided by, the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled:
- 43 1 1 every director, secretary or other officer of the company other than an auditor may be indemnified out of the assets of the company to whatever extent the board may determine against any costs, charges, expenses, losses and liabilities sustained or incurred by him in the actual or purported execution of his duties or in the exercise or purported exercise of his powers or otherwise in connection with his office, whether or not such liability attaches to him in connection with any negligence, default, breach of duty or breach of trust in relation to the company,
- 43 1 2 the board shall have power to provide funds to meet any expenditure incurred or to be incurred by any director, secretary or other officer of the company other than an auditor in defending any criminal or civil proceeding in which he is involved by reason of his office, or in connection with any application under the Act, or in order to enable him to avoid incurring such expenditure, and
- 43 1 3 every auditor of the company may be indemnified out of the assets of the company to whatever extent the board may determine against 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 in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the company.
- 43 2 The board shall have power to purchase and maintain for any director, secretary, auditor or other officer of the company or of an associated company (as defined in section 309A(6) of the Act) of the company insurance against any such liability as is referred to in section 309A(1) of the Act.