

Company Number 2762603

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF


WMH (No.15) Limited (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

THAT the articles of association attached to this Resolution be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.

By order of the board:


.....
Director/Secretary

03/11/2009.....
Date



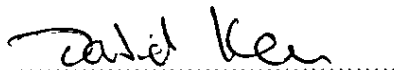
**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4)
OF THE COMPANIES ACT 2006**

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolution.
2. The circulation date of the written resolution is 3 November 2009 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to a written resolution is as follows:
 - (A) A member signifies his agreement to a proposed written resolution when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his agreement to the resolution.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to a written resolution, once signified, may not be revoked.
 - (D) A written resolution is passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

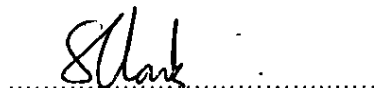
AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being the sole eligible member of the Company:

1. confirm that we have received a copy of the above written resolution in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that such resolution be passed as a written resolution pursuant to section 288 of the Companies Act 2006 and that the resolution take effect as a special resolution.



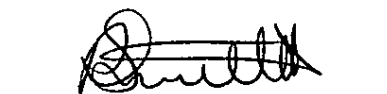
Director/secretary
For and on behalf of
DB UK Holdings Limited



Director/secretary
For and on behalf of
DB UK Holdings Limited

Dated 03/11/2009.....

Dated 03/11/2009.....



Director/secretary
For and on behalf of
DB Sterling Finance Limited



Director/secretary
For and on behalf of
DB Sterling Finance Limited

Dated 03/11/2009.....

Dated 03/11/2009.....

Registered No. 2762603

ARTICLES OF ASSOCIATION

of

WMH (NO.15) LIMITED

(Articles adopted on 3 November 2009)

1. Adoption of Table A

In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985, insofar as it relates to private companies limited by shares, as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the company.

2. Interpretation

2.1 Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles.

2.2 In these articles:

(A) "Accrued Amount" means, in respect of any period, $(OTA \times CR \times D) - A$, where:

OTA = the Outstanding Total Amount at the start of that period;

CR = the Compounding Rate;

D = the number of days from and including the first day of such period up to but excluding the last date of such period divided by 365; save that if any portion of a period falls in a leap year then D shall be the sum of (i) the actual number of days in that portion of the period falling in a leap year divided by 366 and (ii) the actual number of days in that portion of the period falling in a non-leap year divided by 365; and

A = the aggregate amount of any Accrued Dividends paid or declared and payable but unpaid pursuant to these Articles in that period;

The Accrued Amount in respect of any period which straddles a Dividend Payment Date or Compounding Date shall be the sum of the Accrued Amounts for the periods before and after such dates;

- (B) "Accrued Dividend" has the meaning given to it Article 4.1.5;
- (C) "address" includes any number or address used for the purpose of sending or receiving documents or information by electronic means;
- (D) "Business Day" means a day on which commercial banks are generally open for banking business in the City of London, the Cayman Islands and Luxembourg (excluding Saturdays and Sundays);
- (E) "Compounding Date" means 16 February 2002 and thereafter the 16th day of each calendar month to but excluding 16 January 2007; provided that if any such date is not a Business Day, the relevant Compounding Date will be the first following day that is a Business Day unless that day falls in the next calendar month, in which case the relevant Compounding Date will be the first preceding day that is a Business Day;
- (F) "Compounding Period" means the period from (and including) the date of allotment of any Preference Shares to (but excluding) the first Compounding Date, and thereafter, each period from and including the immediately preceding Compounding Date to (but excluding) the next Compounding Date;
- (G) "Compounding Rate" means $R \times F$, where:

 $R =$ in relation to the first Compounding Period, the Floating Rate on the date of allotment of any Preference Shares, and thereafter the Floating Rate on the Compounding Date at the start of the relevant Compounding Period and

 $F = 0.97$;
- (H) "conflict of interest" includes a conflict of interest and duty and a conflict of duties;
- (I) "Dividend Payment Date" means, in relation to the Preferential Dividend, 16 January 2007 or such other date on which such dividend is payable and in relation to each Accrued Dividend means the date on which it is resolved to be declared and be paid pursuant to Article 4.1.5; provided that if such date is not a Business Day, the relevant Dividend Payment Date will be the first following day that is a Business Day;
- (J) "Floating Rate" means the rate for deposits in Sterling for a Compounding Period which appears on the Reuters Screen ISDA as of 11:00 a.m., London time on the relevant date;
- (K) "group company" means a company which is directly or indirectly a wholly-owned subsidiary of Deutsche Bank AG;
- (L) "Ordinary Shares" means the ordinary shares of £1 each in the capital of the Company;
- (M) "Outstanding Total Amount" means the aggregate of (a) £535,000,000 plus (b) the sum of the Accrued Amounts for each Compounding Period from and including the date of

allotment of the Preference Shares to but excluding the date on which the Outstanding Total Amount is to be determined. The Outstanding Total Amount for any period shall be determined as at the start of the period and for any period which straddles a Dividend Payment Date shall be the aggregate of the amounts determined for the period up to but excluding the Dividend Payment Date and the period from and including the Dividend Payment Date but excluding the next following Compounding Date;

- (N) "parent company" means a group company of which the company is directly or indirectly a wholly-owned subsidiary;
- (O) "Preference Shares" means the preference shares of £1 each in the capital of the Company;
- (P) "Preferential Dividend" has the meaning given to it in Article 4.1.1;
- (Q) "Redemption Date" has the meaning given to it in Article 4.3.1
- (R) "Redemption Notice" has the meaning given to it in Article 4.3.1;
- (S) "Reuters Screen ISDA Page" means the display page so designated on the Reuters Money 3000 Service, or if such page has been superseded or replaced then the replacement page, or if there is no such replacement page, then such other service as may be provided by the British Bankers Association for the purposes of displaying the Interest Settlement Rate for GBP£ at the relevant period and deposits in GBP£ shall be used; and
- (T) "Sterling" means the lawful currency of the United Kingdom;
- (U) references to writing include references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise; and
- (V) headings are for convenience only and shall not affect construction.

- 2.3 If, and for so long as, the company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

3. Rights Attached to Shares

Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.

4. Preference Shares

The rights and restrictions attaching to the Preference Shares are as follows:

4.1 Dividends

4.1.1 Holders of Preference Shares shall be entitled, in priority to any payment of dividend to the holders of any other class of shares which are not Preference Shares, to be paid in cash, or such other way as may be notified by such holder to the Company, in immediately available funds a dividend (the "Preferential Dividend"), on 16 January 2007 or such other date on which Preference Shares are to be redeemed or repurchased or their capital repaid, equal to the sum of the Accrued Amounts for each Compounding Period from and including the date of allotment of the Preference Shares to but excluding the date on which the Preferential Dividend is to be determined, less any Accrued Dividends paid.

4.1.2 Payments of dividends shall be made to holders of the relevant shares recorded on the Register of Members on the relevant Dividend Payment Date.

4.1.3 No dividends shall be declared or any amounts paid on the Ordinary Shares or on any other class of share which are not Preference Shares until the Preferential Dividend has been paid or otherwise discharged in full and any other amounts due and owing on the Preference Shares have been paid in full.

4.1.4 The Preferential Dividend shall be payable automatically on the relevant Dividend Payment Date (without any need for declaration either by any or all of the directors or the shareholders in general meeting or otherwise) to the extent that the Company has sufficient profits or other distributable reserves lawfully available therefore.

4.1.5 At any time after the date of issue of the Preference Shares by resolution by the board, the Company may declare and pay by way of interim dividend, a dividend (an "Accrued Dividend") in an amount which is equal to the Preferential Dividend that has accrued on the basis previously described in this Article and is unpaid. In that event, the Preferential Dividend payable on the Dividend Payment Date shall be equal to the Preferential Dividend that has accrued (on the basis previously described in this Article) in respect of the period from (and including) the date of payment of the Accrued Dividend to (but excluding) the Dividend Payment Date.

4.1.6 Without prejudice to the generality of the previous paragraph of this Article, the Company shall, immediately prior to any redemption or repurchase or repayment of capital on Preference Shares, declare and pay to the holder of such Preference Shares the Preferential Dividend in an amount as determined on the basis set out in paragraph 4.1.1 of this Article.

4.1.7 The holder of Preference Shares shall not be entitled to any further dividend rights or other rights of participation in the profits of the Company.

4.2 Voting and General Meetings

4.2.1 The holders of the Preference Shares shall, by virtue of and in respect of their holdings of Preference Shares, have the right to receive notice of, attend, speak and vote at a general meeting of the Company only:

- (i) if and when, at the date of the notice convening such meeting, the Preference Shares have not been redeemed on the due date or on a date subsequent thereto in accordance with Article 4.3.1 below; or
- (ii) if a resolution is to be proposed abrogating, varying or modifying any of the rights or privileges of the holders of the Preference Shares, or for the winding-up of the Company, or for sanctioning the sale of the undertaking of the Company in which case they shall only be entitled to vote on such resolution.

Save as aforesaid, the Preference Shares shall not confer on the holders thereof the right to receive notice of, attend, speak or vote at any general meeting of the Company but they shall entitle the holders to receive copies of notices of general meetings for information only.

4.2.2 Whenever the holders of the Preference Shares are entitled to vote at a general meeting of the Company, upon any resolution proposed at such a general meeting, on a show of hands every holder thereof who is present in person or (being a corporation) by a representative shall have one vote and on a poll every holder thereof who is present in person or by proxy or (being a corporation) by a representative shall have one vote in respect of each fully paid Preference Share registered in the name of such holder.

4.3 Redemption by the Company

4.3.1 The Company shall have the right to redeem all (but not some only) of the Preference Shares in issue at any time by delivery to the holders of Preference Shares of a notice (the "Redemption Notice") specifying a date (the "Redemption Date"), which may be as short as five Business Days, after the date on which the Redemption Notice is given, and the place in the United Kingdom at which the certificates (or such other evidence (if any) as the Board of Directors may reasonably require to prove title to) for the Preference Shares to be redeemed are to be presented for redemption.

4.3.2 On the Redemption Date, the Company shall redeem the Preference Shares and each of the holders of the Preference Shares shall be bound to deliver to the Company at the specified place the documents required by or referred to in the Redemption Notice. Upon delivery the Company shall pay to such holders the amounts due to them in respect of such redemption in immediately available funds.

4.3.3 There shall be paid on each Preference Share to be redeemed under this Article an amount equal to £1,000 (which includes the nominal amount of £1 paid up on each Preference Share at the time of issue). There shall also be paid all arrears, deficiency or accruals (if any) on the Preferential Dividend or any Accrued Dividend.

4.3.4 On redemption of the Preference Shares under this Article, the holder of Preference Shares to be redeemed shall cease to be entitled to any rights in respect of that share

(excepting always the right to receive the amount due on redemption) and accordingly his name shall be removed from the Register of Members with respect thereto and the shares redeemed shall be available for re-issue and until re-issue shall form part of the unissued share capital of the Company.

4.4 Further Issues

The issue of further shares (including shares of the same designation or class) ranking as regards participation in the profits or assets of the Company or on redemption in any respect *pari passu* or junior to any class of Preference Shares shall not constitute a variation, modification or abrogation of the rights attaching to any already issued class or designation of Preference Shares.

4.5 Return of Capital on Liquidation

4.5.1 On a return of capital on liquidation or winding up of the Company or otherwise the assets of the Company available for distribution amongst its members shall be applied first in paying to the holders of each Preference Share the following amounts, in priority to a repayment to the holders of any other class of share:

- (i) the amount of any declared and payable but unpaid dividend;
- (ii) the Accrued Amount calculated down to and including the date of commencement of the winding up (in the case of a winding up) or of the return of capital (in another case), to be payable whether or not the Preferential Dividend has been declared or earned; and
- (iii) the nominal amount of the Preference Share together with any premium paid on the Preference Share at the time of issue.

4.5.2 The holders of Preference Shares shall not be entitled to any further rights of participation in the assets of the Company on a return of capital on liquidation or winding up of the Company or otherwise.

5. Unissued Shares

Subject to the provisions of the Act and to these articles and to any resolution passed by the company and without prejudice to any rights attached to the existing shares, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

6. Share Certificates

Share certificates must be sealed or otherwise executed in accordance with the Act. The penultimate sentence of regulation 6 of Table A shall be amended accordingly.

7. Initial Authority to Issue Relevant Securities

Subject to any direction to the contrary which may be given by the company in general meeting, the directors are unconditionally authorised to exercise all powers of the company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this article or such other amount as may from time to time be authorised by the company in general meeting. The authority conferred on the directors by this article shall remain in force for a period of five years from the date of adoption of this article but may be revoked, varied or renewed from time to time by the company in general meeting in accordance with the Act.

8. Exclusion of Rights to Offers on a Pre-emptive Basis

Section 89(1) of the Companies Act 1985 shall not apply to the allotment by the company of any equity security.

9. Transfer and Transmission of Shares

9.1 The directors may, in their absolute discretion, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

9.2 A person who becomes entitled to a share by reason of any event (other than death or bankruptcy) giving rise to its transmission by operation of law shall have the same rights of election and other rights as a person entitled by transmission to a share as a consequence of death or bankruptcy. Regulations 30 and 31 of Table A shall be modified accordingly.

10. Notice of General Meetings

Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company. Regulation 38 shall not apply.

11. Proceedings at General Meetings

11.1 For all purposes of these articles, a quorum shall be present at a general meeting of the company or of the holders of any class of its shares (a) as provided in the Companies Act 2006; or (b) if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. The last sentence of regulation 40 of Table A shall not apply.

11.2 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 demanded. A poll may be demanded by:

(A) the chairman of the meeting;

- (B) the directors;
- (C) two or more members having the right to vote on the resolution;
- (D) a member or members representing in the aggregate not less than one tenth of the total voting rights of all the members having the right to vote on the resolution; or
- (E) a member or members holding shares in the company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right.

A demand for a poll by a proxy counts, for the purposes of paragraph (C) above, as a demand by a member, for the purposes of paragraph (D) above, as a demand by a member representing the voting rights that the proxy is authorised to exercise, and, for the purposes of paragraph (E) above, as a demand by a member holding the shares to which those rights are attached.

11.3 Regulations 46 and 47 of Table A shall not apply.

12. Votes of Members

Regulations 54, 55, 57 and 59 of Table A shall not apply.

13. Receipt of Proxies

13.1 The appointment of a proxy must:

- (A) in the case of an appointment which is in hard copy form, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote together with (if required by the directors) any authority under which it is made or a copy of the authority, certified notarially or in some other manner approved by the directors;
- (B) in the case of an appointment made by electronic means, be received at the address specified by the company for the receipt of appointments of proxy by electronic means before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote. Any authority pursuant to which an appointment made by electronic means is made or a copy of the authority, certified notarially or in some other manner approved by the directors, must, if required by the directors, be received at the office (or at such other place or by such person as may be specified or agreed by the directors) before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- (C) in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, be received as aforesaid before the time appointed for the taking of the poll,

and an appointment of a proxy which is not received in a manner so permitted shall be invalid.

13.2 Regulation 62 of Table A shall not apply.

14. Alternate Directors

Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, 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. Regulations 65 and 67 of Table A shall not apply.

15. Power to Provide for Employees

The directors may resolve to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

16. Power to Receive Uncalled Moneys

The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

17. Delegation of Directors' Powers

The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

18. Appointment and Removal of Directors by Majority Shareholders

Any member holding, or any members holding in aggregate, at the relevant time a majority in nominal value of such of the issued share capital of the company as carries the right of attending and voting at general meetings of the company may by notice in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

19. Appointment of Directors by Board

Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

20. Exclusion of Certain Provisions regarding Appointment of Directors

Regulations 76 to 79 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

21. Disqualification and Removal of Directors

The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

22. Directors' Gratuities and Pensions

The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held 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 a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. 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. Regulation 87 of Table A shall not apply.

23. Notice of Board Meetings

Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent or supplied in writing to him at his last known address or any other address given by him to the company for this purpose, or by any other means authorised in writing by the director concerned. Notice shall be given in this manner to all directors including any director who is absent from the United Kingdom at the relevant time. A director may waive notice of any meeting either prospectively or retrospectively and any retrospective waiver shall not affect the validity of the meeting or of any business conducted at the meeting. Regulation 88 of Table A shall be modified accordingly.

24. Participation in Board Meetings by Telephone

All or any of the members of the board of directors may participate in a meeting of the directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

25. Resolution in Writing

A resolution in writing signed by all the directors who are at the relevant time entitled to receive notice of a meeting of the directors (if that number is sufficient to constitute a quorum) shall be as valid and effectual as a resolution passed at a meeting of the directors properly called and constituted. The resolution may be contained in one document or in several documents in like form each signed by one or more of the directors concerned. 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. Regulation 93 of Table A shall not apply.

26. Conflicts of Interest

26.1 A director need not avoid a situation in which he has, or can have, a direct or indirect conflict of interest by virtue of his directorship of one or more other group companies but any such directorship, if not already disclosed to the board in accordance with a requirement of the Act, shall be disclosed to the board either in writing or at a board meeting.

26.2 Where a director is also a director of another group company:

(A) he may, in exercising his independent judgement, take into account the success of other group companies as well as the success of the company, and he will not be in breach of any duty to exercise independent judgement if he is directed by ordinary resolution to take into account the interests of other group companies; and

(B) he shall, in the exercise of his duties where that other group company is a parent company, have a duty of confidentiality to the parent company in relation to confidential information of the parent company but, subject to any terms imposed by the board pursuant to article 26.6(C), he shall not be restricted by any duty of confidentiality to the company from providing information to any parent company.

26.3 Without prejudice to the provisions of article 26.1, the board may, subject to the quorum and voting requirements set out in article 26.4, authorise any matter which would otherwise involve a director breaching his duty under the Act to avoid conflicts of interest.

26.4 Any director (including the relevant director) may propose that the relevant director be authorised pursuant to article 26.3 in relation to any matter the subject of a conflict of interest. Such proposal and any authority given by the board shall be effected in the same way that any other matter may be proposed to and resolved upon by the board under the provisions of these articles save that the relevant director shall not count towards the quorum nor vote on any resolution giving such authority.

26.5 Where the board gives authority in relation to a conflict of interest pursuant to article 26.3:

(A) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and

- (B) the board may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.

26.6 Where a director makes any disclosure of a conflict of interest by virtue of his directorship of one or more other group companies pursuant to article 26.1 or the board gives authority in relation to a conflict of interest pursuant to article 26.3:

- (A) the board may (whether, at the time of the disclosure or giving the authority, as the case may be, or subsequently) (a) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the board or otherwise) related to the conflict of interest; and (b) impose upon the relevant director such other terms for the purpose of dealing with the conflict of interest as it may determine;
- (B) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the board in relation to the conflict of interest; and
- (C) the board may provide that where the relevant director obtains (otherwise than through his position as a director of the company) information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use or apply the information in relation to the company's affairs, where to do so would amount to a breach of that confidence.

26.7 A director shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the company for any remuneration, profit or other benefit realised by reason of his directorship of one or more other group companies or his having any type of interest authorised pursuant to article 26.3 and no contract shall be liable to be avoided on the grounds of a director being a director of one or more other group companies or having any type of interest authorised pursuant to article 26.3.

27. Directors May Vote When Interested or Subject to a Conflict of Interest

Subject where applicable to disclosure in accordance with the Act or these Articles and subject to any terms imposed by the board in relation to any conflict of interest, a director shall be entitled to vote in respect of any contract or proposed contract in which he is interested or any matter the subject of a conflict of interest and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. A reference in this article to a contract includes any transaction or arrangement (whether or not constituting a contract). Regulations 94 and 95 of Table A shall not apply.

28. Secretary

Subject to the Act, nothing in these articles shall require the company to appoint a secretary.

29. Official Seal

The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

30. Notices

Any notice, document or other information may be sent or supplied to any member by the company in any way in which the Act provides for notices, documents or other information to be sent or supplied by the company, including by way of making it available on a website. In addition any notice, document or other information may be sent or supplied to any member by the company by other means authorised in writing by the member. Regulations 111 and 112 of Table A shall not apply.

31. Time of Service

31.1 Any notice, document of other information:

- (A) if sent by the company by post, shall be deemed to have been received on the day following that on which it was put in the post if first class post was used or 48 hours after it was posted if first class post was not used and, in proving such service or delivery, it shall be sufficient to prove that the notice, document or other information was properly addressed, prepaid and put in the post;
- (B) not sent by post but left by the company at an address (other than an address for the purposes of communications by electronic means) shall be deemed to have been served or delivered when it was so left or sent;
- (C) sent or supplied by the company using electronic means shall be deemed to be received on the day on which it was sent or supplied and, in proving such service or delivery, it shall be sufficient to prove that the notice, document or other information was properly addressed;
- (D) made available on a website shall be deemed to have been received on the day on which the notice, document or other information was first made available on the website or, if later, when a notice of availability is received or deemed to have been received pursuant to this article; and
- (E) served, sent or supplied by the company by any other means authorised in writing by the member concerned shall be deemed to have been served, sent or supplied when the company has carried out the action it has been authorised to take for that purpose.

31.2 Regulation 115 of Table A shall not apply.

32. Indemnity and Expenses

To the extent permitted by law, the company may indemnify any director of the company or of any associated company against any liability and may purchase and maintain for any director of the company or of any associated company insurance against any liability. The company may also fund a director's expenditure and that of a director of any holding company of the company for the purposes permitted under the Act and may do anything to enable a director or a director of any holding company of the company to avoid incurring such expenditure as provided in the Act. No director of the company or of any associated company 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. Regulation 118 of Table A shall not apply and regulation 83 of Table A shall be modified accordingly.