

G

COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Pursuant to section 12(3) of the Companies Act 1985

Please do not write
in this margin

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably in
black type, or bold
block lettering.* Insert full name
of company.

Name of Company

* Alnery No. 13/3 Limited

I, Clare Elizabeth Higgins
of 9 Cheapside, London EC2V 6AD† Delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)†~~
~~(person named as secretary or director of the company in the statement delivered to the Registrar~~
~~under section 10(2))†~~ and that all the requirements of the above Act in respect of the registration of
 the above company and of matters precedent and incidental to it have been complied with,
 And I make this solemn Declaration conscientiously believing the same to be true and by virtue of
 the provisions of the Statutory Declarations Act 1835

Declared at Simmons & Simmons
14 Dominion Street
London EC2M 2RJ

Declarant to sign below

the 24th day of August
 One thousand nine hundred and ninety three

before me Lynsey E.M. Hotchkies
 A Commissioner for Oaths†
LYNSEY E.M. HOTCHKIES

Clare Higgins

† Or Notary Public or
 Justice of the Peace
 or Solicitor having
 the powers conferred
 on a Commissioner
 for Oaths.

Presenter's name, address and
 reference (if any):

Allen & Overy
 9 Cheapside
 London EC2V 6AD
 Ref: DWS

For official use

New companies section

Post room



OYEZ

CHA1

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

For official use

ALNERY NO. 1313 LIMITED

Registered office of the company on
incorporation.

RO

9 CHEAPSIDE

Post town LONDON

County/Region

Postcode EC2V 6AD

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.



Name ALLEN & OVERY

RA

9 CHEAPSIDE

Post town LONDON

County/Region

Postcode EC2V 6AD

Number of continuation sheets attached



To whom should Companies House
direct any enquiries about the
information shown in this form?

D. W. STEWART

ALLEN & OVERY

9 CHEAPSIDE, LONDON

Postcode EC2V 6AD

Telephone 071 248 9898

Extension 3056


Company Secretary (See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	ALNERY INCORPORATIONS NO.1 LIMITED	
Forenames		
Surname		
*Honours etc		
Previous forenames		
Previous surname		
AD	9 CHEAPSIDE	
Post town		
LONDON		
County/Region		
Postcode		
EC2V 6AD	Country	
ENGLAND		
I consent to act as secretary of the company named on page 1 for and on behalf of Alnery Incorporations No.1 Limited		
Signed	Date	
	18 AUG 1993	

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

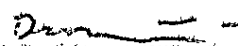
Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	ALNERY INCORPORATIONS NO.1 LIMITED	
Forenames		
Surname		
*Honours etc		
Previous forenames		
Previous surname		
AD	9 CHEAPSIDE	
Post town		
LONDON		
County/Region		
Postcode		
EC2V 6AD	Country	
ENGLAND		
DO	Nationality	
	NA	
OC		
OD		
I consent to act as director of the company named on page 1 for and on behalf of Alnery Incorporations No.1 Limited		
Signed	Date	
	18 AUG 1993	

Directors (continued)

(See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

CD	ALNERY INCORPORATIONS NO.2 LIMITED	
AD	9 CHEAPSIDE	
Post town <u>LONDON</u>		
County/Region _____		
Postcode <u>EC2V 6AD</u>		Country <u>ENGLAND</u>
DO		Nationality <u>NA</u>
OC		
OD		
I consent to act as director of the company named on page 1 for and on behalf of Alnery Incorporations No.2 Limited		
Signed <i>[Signature]</i>		Date <u>18 AUG 1993</u>

Delete if the form
is signed by the
subscribers.

<i>Allen & Overy</i>	
Signature of agent on behalf of all subscribers	Date <u>18 AUG 1993</u>

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ALNERY NO.1313 LIMITED

2849 488

1. The Company's name is "Alnery No.1313 Limited".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
 - (1) to carry on business as a general commercial company;
 - (2) to carry on any trade or business whatsoever;
 - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it;
 - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
 - (5) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge, observance or performance of any liabilities of any person, including, but without limitation, any body corporate which is a holding company, a subsidiary or a fellow subsidiary of the Company and to secure any such guarantee, indemnity or arrangement or the discharge, observance and performance of any liabilities of any person by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, including its uncalled capital;
 - (6) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company which is its holding company;
 - (7) to sell, transfer or otherwise dispose of all or any part of the undertaking, assets and liabilities of the Company;
 - (8) to provide or arrange for any pension, lump sum payment, gratuity, life, health, accident and other insurance and other benefit (pecuniary or otherwise) of any kind to or for the benefit of any individual who is or has been a director of, or employed by, or who provides or has provided services to or for,

150918

the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or any predecessor in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of any present or former spouse, child or other relative or dependant of such individual or any other person who has or formerly had with any such individual any such connection as the directors may specify; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangement of any kind which the directors may approve;

- (9) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (10) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (11) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) each subclause is without prejudice to the generality of the objects and powers conferred by any other subclause and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate;
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or

granting it or any interest or right out of or in respect of it;

(iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and

(iv) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

4. The liability of each member is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.


I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber

Number of shares
taken by
subscriber

Alnery Incorporations No.1 Limited
9 Cheapside
London EC2V 6AD

1


D.W. Stewart
for and on behalf of
Alnery Incorporations
No.1 Limited

Total shares taken

1

Dated 18th August, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD



THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ALNERY NO. 1313 LIMITED

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, 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.
- 2.(1) In these articles, unless the contrary intention appears:
 - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
- (2) Headings to these articles are inserted for convenience and shall not affect construction.

SHARE CAPITAL

- 3.(1) The directors are generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £99.
- (2) The authority contained in paragraph (1) shall expire on the day five years after the date of the incorporation of the Company but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.
- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

SHAREHOLDERS' RESOLUTIONS

4. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.
- 5.(1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

- 6.(1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A. Regulation 54 of Table A shall be amended accordingly.

- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 and the last provision of regulation 62 shall be modified accordingly.

DIRECTORS

- 7.(1) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.
- (2) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
- (3) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (4) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
- 8.(1) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (2) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

- 9.(1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any meeting at which

the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.

- (3) Every person acting as alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulation 88 and 89 of Table A shall not apply.
- (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
- (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

10. (1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes 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 any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

11. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
12. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.

13. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
14. (1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
- (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of article 11.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

15. (1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.
- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:

- (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

NOTICES

16. Regulation 112 of Table A shall apply as if the last sentence were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
17. Proof that:
- (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of a notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched. Regulation 112 of Table A shall be amended accordingly. Regulation 115 of Table A shall not apply.

INDEMNITY

18. Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
 - (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.

Regulation 118 of Table A shall not apply.

Name and address of subscriber

Alnery Incorporations No. 1 Limited
9 Cheapside
London EC2V 6AD



D.W. Stewart
for and on behalf of
Alnery Incorporations No. 1 Limited

Dated 18th August, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD



E25987001

Company No.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ALNERY NO. 1313 LIMITED

Incorporated

, 19

Allen & Overy
9 Cheapside
London
EC2V 6AD

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2849488

I hereby certify that

ALNERY NO. 1313 LIMITED

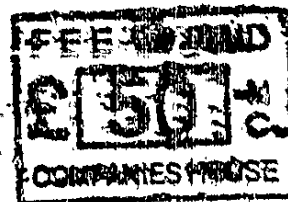
is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 1 SEPTEMBER 1993

A handwritten signature in dark ink, appearing to be 'G. J. Jones', with the letters 'GAL' written below it.

an authorised officer

201193
Aug



Company number
2849488

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

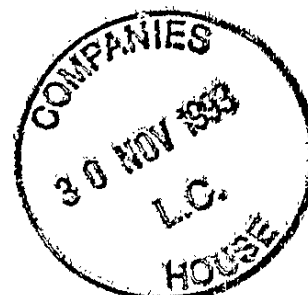
ALNERY NO. 1313 LIMITED

(passed on 29th November, 1993)

The following resolution was duly passed as a special resolution of the company by the sole member of the company on 29th November, 1993:

That the name of the company be changed to AGB RECRUITMENT LIMITED.

.....
for Alnery Incorporations
No. 1 Limited (sole member)



NW072504
C/W 1/2
1. 11. 1993

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2849488

The Registrar of Companies for England and Wales hereby certifies that
ALNERY NO. 1313 LIMITED

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

AGB RECRUITMENT LIMITED

Given at Companies House, London, the 30th November 1993

L. Mills

MRS L. MILLS

For The Registrar Of Companies



COMPANIES HOUSE

G

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

--	--	--	--

2849488

Name of company

• AGB RECRUITMENT LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 20TH DECEMBER 1993 the nominal capital of the company has been increased by £ 499,900 beyond the registered capital of £ 100.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

SUBJECT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Please tick here if
continued overleaf

☐

Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

D E Q W

Designation: *Secretary* Date: *23rd December, 1993*

Presentor's name, address and
reference (if any):

*ALLEN & OVERY
9 CHEAPSIDE
LONDON EC2V 6AD
REF: ADJH*

For official use

General section

Post room



The Solicitors' Law Stationery Society Ltd., Oyd House, 27 Crutcher Street, London SE1 5TS

Companies G123

1993 E.S. on
050 49344
5017157
**

G

COMPANIES FORM No. 224

224

Notice of accounting reference
date (to be delivered within
9 months of incorporation)

Please do not
write in this
margin.

Pursuant to section 224 of the Companies Act 1985
as inserted by section 3 of the Companies Act 1989

Please complete
legibly, preferably in
black type, or bold
block lettering.

To the Registrar of Companies
(Address overleaf)

Company number

2849488

Name of company

Insert full name
of company.

AGB RECRUITMENT LIMITED

Important

The accounting
reference date to be
entered alongside
should be completed
as in the following
examples:

gives notice that the date on which the company's accounting reference period is to be
treated as coming to an end in each successive year is as shown below:

5 April

Day Month

0 5 0 4

Day Month

3 1 1 2

30 June

Day Month

3 0 0 6

31 December

Day Month

3 1 1 2

Insert Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver (Scotland)
as appropriate.

Signed

Ad E. Otto

Designation

Secretary

Date 23rd Decemr, '93

Presenter's name, address, telephone
number and reference (if any):

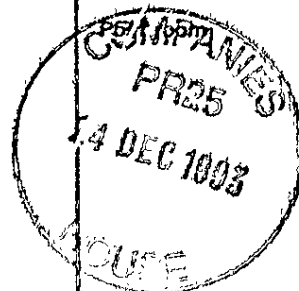
ALLEN & OVERY

9 CHEAPSIDE

LONDON EC2V 6AD

REF: ADJH

For official use
D.E.B.



Company number
2849488

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

AGR RECRUITMENT LIMITED

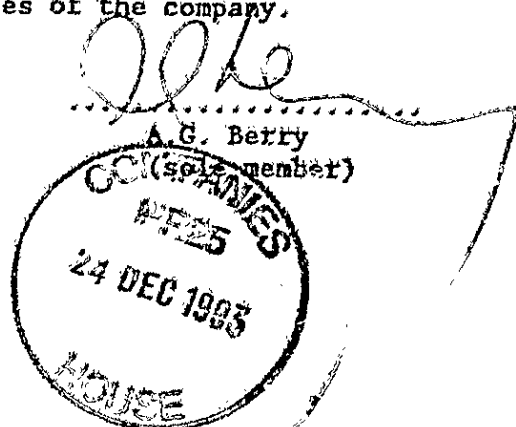
(passed on 20th December, 1993)

The following resolution was duly passed as a special resolution of the company by the sole member of the company on 20th December, 1993:

THAT:

- (1) the objects of the company be altered by the deletion of the existing objects clause in the memorandum of association and the substitution of the objects clause set out in the printed document marked "A" attached hereto;
- (2) the existing 100 shares in the capital of the company be designated as "B" ordinary shares of £1 each and the authorised share capital of the company be increased by £499,900 to £500,000 by the creation of 250,000 "A" ordinary shares of £1 each and an additional 249,900 "B" ordinary shares of £1 each; and
- (3) the regulations set out in the printed document marked "B" attached hereto be adopted as the articles of association of the company in substitution for all existing articles of the company.

E28398008



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

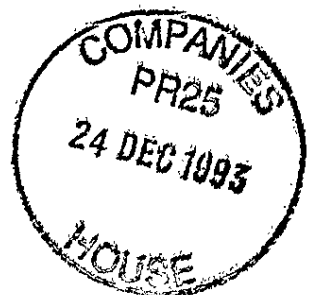
OF

AGB RECRUITMENT LIMITED

(Incorporating all amendments to 20th December, 1993)

Incorporated 1st September, 1993

Allen & Overy
9 Cheapside
London
EC2V 6AD



Company number
2849488

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

AGB RECRUITMENT LIMITED

(incorporating all amendments to 20th December, 1993)

1. The Company's name is "AGB Recruitment Limited".*
2. The Company's registered office is to be situated in England and Wales.
- 3.** The Company's objects are:
 - (1) To acquire and hold any kind of interest in, or provide any form of capital for, any enterprise, concern or person, to carry on business as a holding and investment company, and, generally and in addition, to carry out, or through subsidiaries or otherwise be interested or participate in, all kinds of financial, commercial, transport, industrial, technological and other transactions and activities and to co-ordinate, manage and provide finance services and facilities for all or any part of the businesses and operations of any companies controlled directly or indirectly by the Company or in which the Company is interested, whether as a shareholder or otherwise and whether directly or indirectly.
 - (2) To acquire, dispose of, deal in and enter into every other kind of transaction in relation to land, buildings, plant, machinery, equipment, vehicles, ships, rigs, aircraft, merchandise, goods and other assets.
 - (3) To undertake any manufacturing, processing, assembly or similar business.

Notes:

- * The Company was incorporated under the name "Alnery No. 1313 Limited" and adopted its present name on 30th November, 1993.
- ** This Clause was inserted by special resolution passed on 20th December, 1993.

- (4) To carry out, commission or co-ordinate any construction or engineering works or projects on land or otherwise.
- (5) To acquire, dispose of, make a market or deal in, issue, borrow, lend and enter into every kind of transaction in relation to shares, debentures, warrants, options, securities and investments and instruments of every kind (including, without limitation, contracts for differences and contracts for futures and whether issued or entered into by the government of any country or territory, any public authority, any international organisation or any other person) and to carry out, enter into, manage, underwrite or arrange any issue, offering or distribution of any securities, investments or instruments of any kind.
- (6) To receive money on deposit or otherwise, to provide or arrange advances or any other form of credit or finance, to enter into or arrange transactions of every kind in relation to foreign exchange, bullion, commodities, futures, options and similar instruments and to engage in all forms of arbitrage.
- (7) To carry on all kinds of insurance business and all kinds of business connected with insurance.
- (8) To act as trustee, personal representative, director or agent of any kind and for any purposes, and to establish, operate or otherwise act in relation to any unit trust, investment trust or collective investment scheme.
- (9) To provide management, administrative, advisory, professional and technical services of any kind and in any manner.
- (10) To undertake any kind of scientific or technical research and development and acquire, develop, register, protect and renew patents, trade-marks, copyrights, designs, inventions, processes and intellectual, technical and similar rights and all forms of know-how.
- (11) To undertake any business or transaction which the directors consider can be profitably or advantageously undertaken in conjunction or concurrently with any other business or transaction being or proposed to be undertaken by the Company, and to turn to account any of the Company's assets in any manner which the directors consider expedient.
- (12) To enter into all forms of distributorship, franchise, licensing and agency transactions.
- (13) To enter into any partnership, joint venture, co-operation and similar transactions, to carry out any form of take-over, acquisition, merger, amalgamation, demerger or reorganisation,

to acquire or assume all or any part of the undertaking, assets, liabilities and obligations of any person, and to sell, transfer or otherwise dispose of all or any part of the undertaking, assets, liabilities and obligations of the Company.

- (14) To borrow or raise money by any method and to obtain any form of credit or finance.
- (15) To secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by the Company.
- (16) To guarantee in any manner the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by any person wherever situate, resident, formed or incorporated, including, but without limitation, any company which is a holding company, a subsidiary or a fellow subsidiary of the Company, to enter into any kind of indemnity or other engagement in relation to the foregoing, to secure any such guarantee, indemnity or engagement or the payment, discharge, observance and performance of any such moneys, liabilities and obligations by any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital, and, without prejudice to the generality of the preceding words, to enter into any such transaction in relation to any instruments or securities which have been or may be issued by any person and to give any form of financial assistance that may be lawfully given.
- (17) To enter into all forms of indemnity in relation to claims, losses and contingencies of every kind and, for that or any similar purpose, to create any mortgage, charge, pledge, lien or other security of any kind over the whole or any part of the undertaking and assets of the Company, wherever situate, including its uncalled capital.
- (18) To make, draw, accept, issue, execute, indorse, avalise, negotiate and deal with instruments and securities of every kind, whether or not negotiable or transferable.
- (19) To employ, accept on secondment, retain and appoint managers, employees, professional and technical staff and personnel and advisers of every kind, and to enter into any arrangement for payment or other remuneration (including all forms of benefits) in respect of the services of such persons.

- (20) To provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided personal services to or for, the Company or any company which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the wives, widows, children and other relatives and dependants of such individuals and other persons who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve.
- (21) To establish, maintain and participate in profit sharing, share holding, share option, incentive or similar schemes for the benefit of any of the directors or employees of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and of any other person falling within any category approved by the directors, and to lend money to any such directors, employees or persons or to trustees on their behalf to enable any such schemes to be established or maintained.
- (22) To support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, and to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects.
- (23) To distribute among the members of the Company in kind any assets of the Company.
- (24) To pay any expenses connected with the promotion, formation and incorporation of the Company, to contract with any person to pay the same, and to pay commissions, fees and expenses or issue securities of the Company for underwriting, placing, distributing, or entering into any other kind of transaction in relation to, any securities of the Company.
- (25) To exercise any power of the Company for any consideration of any kind or for no consideration whatsoever.

- (26) To exercise any power of the Company in any country or territory and by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with others.
- (27) To do all other things (whether similar to any of the foregoing or not) which may be considered incidental or conducive to the attainment of the Company's objects or any of them.

And it is hereby declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the ejusdem generis rule or any other restrictive principle of interpretation;
- (b) each of the subclauses of this clause shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) each of those subclauses shall be without prejudice to, or to the generality of, any other subclause and shall be in no way limited or restricted by reference to or inference from any other subclause;
- (d) in this clause:
 - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent;
 - (ii) "dispose of", in relation to an asset, includes surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
 - (iii) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent;
 - (iv) "person" includes any partnership, corporation and unincorporated body and any country, territory, public authority and international organisation;
 - (v) "transaction" includes any scheme, arrangement and project; and

- (vi) the word "company", except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether incorporated, resident or domiciled in the United Kingdom or elsewhere.
4. The liability of each member is limited.
5. The Company's share capital is £100 divided into 100 shares of £1 each.*

Note: * By special resolution passed on 20th December, 1993 the existing 100 shares in the capital of the Company were designated as "B" ordinary shares of £1 each and the authorised share capital of the Company was increased to £500,000 by the creation of 250,000 "A" ordinary shares of £1 each and an additional 249,900 "B" ordinary shares of £1 each.

I, the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name.

Name and address of subscriber

Number of shares
taken by
subscriber

Alnery Incorporations No.1 Limited
9 Cheapside
London EC2V 6AD

1

D.W. Stewart
for and on behalf of
Alnery Incorporations
No.1 Limited

Total shares taken

1

Dated 18th August, 1993.

Witness to the above signature:

A.J. Cantwell
9 Cheapside
London EC2V 6AD

Company Number
2849488

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
OF

AGB RECRUITMENT LIMITED

(Adopted by Special Resolution
passed on 20th December, 1993)

PRELIMINARY

1. Except as otherwise provided in these Articles, the regulations contained or incorporated in 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, ("Table A") shall apply to the Company.
2. These Articles and the regulations incorporated in them shall take effect subject to the requirements of the Act and of every other statute for the time being in force affecting the Company (together the "Statutes").
3. In these Articles, unless the contrary intention appears, words importing the singular number only include the plural number and vice versa, words importing one gender include all genders, words importing persons include corporations and the expression "paid up" includes credited as paid up.
4. In these Articles the following words and expressions shall have the following meanings:

"the Board" or "the Directors" means the board of directors of the Company;

"A Director" means a Director appointed (or deemed to have been appointed) by the holders of A Shares in accordance with Article 21;

"B Director" means a Director appointed (or deemed to have been appointed) by the holders of B Shares in accordance with Article 21;

"A Shares" means the "A" ordinary shares referred to in Article 5;

"B Shares" means the "B" ordinary shares referred to in Article 5.

SHARE CAPITAL

5. (1) The share capital of the Company at the date of the adoption of these Articles is £500,000 divided into 250,000 "A" ordinary shares of £1 each and 250,000 "B" ordinary shares of £1 each.
- (2) The A Shares and B Shares shall be separate classes and shall carry the respective voting rights and rights to appoint and remove Directors conferred by these Articles but in all other respects shall be identical and rank *pari passu*.

ISSUE OF SHARES

6. (1) The authorised and issued share capital of the Company shall consist only of A Shares and B Shares.
- (2) All unissued shares in the capital of the Company for the time being shall be issued only in such a manner as to establish or maintain the proportion of A Shares to B Shares as at the date of issue and so that on each occasion (unless all the members otherwise agree) A Shares and B Shares are issued at the same price and otherwise on the same terms. After the first issue of shares made by the Directors, no share of either class shall be issued otherwise than to members holding shares of the same class except with the prior written consent of all the members. As between holders of the same class any shares shall be issued in proportion to their existing holdings of such shares or in such other proportions as may be agreed between them.
- (3) Subject as aforesaid the Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, at any time or times during the period of one month from the date of the adoption of these Articles, to allot, or to grant any right to subscribe for or to convert any security into, all or any of the unissued shares in the authorised share capital of the Company at that date.
- (4) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in Section 94 of the Act) is excluded.

SHARE CERTIFICATES

7. Every certificate for shares shall (if the directors decide that the Company shall have a seal) 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, Regulation 6 of Table A shall be amended accordingly.

TRANSFER OF SHARES

8. (1) Shares in the Company may be transferred in accordance with the following subparagraphs:
- (a) any member may transfer any of his shares to a Connected Person of his;
 - (b) any person entitled to shares by transmission may transfer any of his shares to a Connected Person of the member from whom he derives his entitlement;
 - (c) where shares have been transferred to trustees of a Family Trust, they may on any change of trustees be transferred to the new trustees of the Family Trust concerned;
 - (d) the trustees of a Family Trust may also transfer any of the shares held by them in that capacity to a person who has an immediate beneficial interest under the Family Trust or to a Connected Person of that beneficiary;
 - (e) shares may also be transferred by a corporate member to another member of its Wholly-owned Group;
 - (f) shares may be transferred pursuant to any agreement between the holders of all the issued shares in the capital of the Company;
 - (g) B Shares may be transferred to any other holder of B Shares;
- but a trustee of a Family Trust may not transfer shares subject to that trust to a Connected Person of his except where permitted under subparagraphs (c) or (d).
- (2) If any trust whose trustees hold shares in the Company ceases to be a Family Trust the trustees shall without delay notify the Company that such event has occurred and shall give a Transfer Notice in respect of those shares and, if the trustees fail to give a Transfer Notice, they shall be deemed to have served the Company with a Transfer Notice in respect of the shares.

- (3) If a corporate member holding shares transferred to it under paragraph (1)(e) ceases to be a member of the same Wholly-owned Group as the original corporate member who held such shares, the current corporate member shall notify the Company that such event has occurred and shall without delay give a Transfer Notice in respect of those shares and, if the corporate member fails to give a Transfer Notice, it shall be deemed to have served the Company with a Transfer Notice in respect of those shares,
- (4) If there is a change in the controller (or, if more than one, any of them) of a corporate member, then (unless the change of controller arises from a transfer which is permitted under paragraph (1)(d)) that member shall notify the Company that such event has occurred and shall without delay give a Transfer Notice in respect of the shares registered in its name and, if that member fails to give a Transfer Notice, it shall be deemed to have served the Company with a Transfer Notice in respect of those shares. For the purposes of this paragraph a person is the controller of a corporate member if he has the power or ability to direct the management or the policies of the corporate member, whether through the ownership of voting capital, by contract or otherwise.
- (5) If a Transfer Notice is given or is deemed to have been served on the Company under paragraph (2), (3) or (4), the provisions of Article 9 shall apply to the shares. A Transfer Notice (if not actually given) shall be deemed to have been received by the Company on the date on which the Directors receive actual notice of the change in the Family Trust or, as the case may be, in the relationship between the companies or in the change of controller. The Specified Price shall be the Fair Price ascertained in accordance with Article 10(2) as at the date on which the Transfer Notice is either actually given or deemed to have been received by the Company and the directors shall give notice under Article 9(3) as soon as the Specified Price is ascertained.
- (6) The expression "Connected Person" in relation to a person means his spouse, child or remoter issue or trustees of a Family Trust acting in that capacity.
- (7) The expression "Family Trust" means a trust (whether arising under a settlement or testamentary disposition or on an intestacy) under which no immediate beneficial interest in the shares in question is for the time being vested in any person other than a member or a Connected Person of a member or of the former member who transferred the shares to the settlement or (as the case may be) under whose testamentary disposition or intestacy the shares were vested.

- (8) The expression "Wholly-owned Group" means a body corporate and any holding company of which it is a wholly-owned subsidiary and any other wholly-owned subsidiaries of that holding company (including any wholly-owned subsidiary of the body corporate).
- 9.
- (1) Except as provided in Article 8, no member or person entitled to shares in the Company by transmission shall be entitled to dispose of any interest in his shares without first offering them for transfer to the holders of the other shares in the Company whether or not of the same class. The offer may be in respect of all or part only of the shares held by the proposing transferor and shall be made by the proposing transferor by notice in writing to the Company (a "Transfer Notice").
 - (2) The Transfer Notice shall specify the shares offered (the "Offered Shares") and the price at which they are offered (the "Specified Price"). The Transfer Notice shall constitute the Directors as the agents of the proposing transferor for the sale of the Offered Shares to other holders of shares in the Company at the Specified Price. The Transfer Notice may contain a provision that, unless all the Offered Shares are sold under this Article, none shall be sold and that provision shall have effect. The Transfer Notice may not be revoked unless the Directors otherwise agree.
 - (3) On receipt by the Company of the Transfer Notice the Directors shall as soon as practicable give notice to all the holders of shares (other than the proposing transferor) of the number and description of the Offered Shares and the Specified Price. The notice shall invite each of the holders to state in writing to the Company within 30 days whether he is willing to purchase any, and if so what maximum number, of the Offered Shares. The Directors shall at the same time give a copy of the notice to the proposing transferor.
 - (4) On the expiry of the 30 day period the Directors shall allocate the Offered Shares to those holders who have stated in writing their willingness to purchase and (if the number of shares which those holders have stated their willingness to purchase exceeds the number available) the allocation shall be made so far as practicable in proportion to the nominal amount of the share capital (whether or not of the same class) held by each of those holders but, in the case of each holder, shall not exceed the number of Offered Shares which he has stated his willingness to purchase. If the Transfer Notice contains a provision that, unless all the Offered Shares are sold under this Article, none shall be sold, no allocation of the Offered Shares shall be made under this paragraph unless all the Offered Shares are allocated.
 - (5) On the allocation being made, the Directors shall give details of the allocation in writing to the proposing transferor and each

holder who has stated his willingness to purchase and, on the seventh day after such details are given, the holders to whom the allocation has been made shall be bound to pay the purchase price for, and to accept a transfer of, the Offered Shares allocated to them respectively and the proposing transferor shall be bound, on payment of the purchase price, to transfer the Offered Shares to the respective purchasers.

- (6) If the proposing transferor after becoming bound to transfer Offered Shares fails to do so, the Company may receive the purchase price and the Directors may appoint a person to execute instruments of transfer of the Offered Shares in favour of the purchasers and shall cause the names of the purchasers to be entered in the register of members of the Company as the holders of the Offered Shares and shall hold the purchase price in trust for the proposing transferor. The receipt of the Company shall be a good discharge to the purchasers and, after their names have been entered in the register of members of the Company under this provision, the validity of the transactions shall not be questioned by any person.
- (7) If, following the expiry of the 30 day period referred to in paragraph (4), any of the Offered Shares have not been allocated under that paragraph, the proposing transferor may (subject to the provisions of Article 11) at any time within a period of 90 days after the expiry of the 30 day period transfer the Offered Shares not allocated to any person and at any price (being not less than the Specified Price) provided that:
 - (a) if the Transfer Notice contains a provision that, unless all the Offered Shares are sold under this Article, none shall be sold, he shall not be entitled to transfer any of the Offered Shares unless in aggregate all the Offered Shares are so transferred; and
 - (b) the Directors may require to be satisfied that those shares are being transferred under a bona fide sale for the consideration stated in the transfer without any deduction, rebate or allowance to the purchaser and, if not so satisfied, may refuse to register the instrument of transfer (without prejudice, however, to the directors' absolute discretion to refuse to approve or register any transfer of shares under Article 11).
- (8) If a member or other person entitled to transfer a share at any time attempts to deal with or dispose of a share or any interest in it otherwise than in accordance with this Article or Article 8, he shall be deemed immediately before the attempt to have served the Company with a Transfer Notice in respect of the share and the Specified Price shall be the Fair Price ascertained under Article 10(2). The provisions of this Article shall apply to the

share and the Transfer Notice shall be deemed to have been received by the Company on the date on which the directors receive actual notice of the attempt and the directors shall give notice under paragraph (3) as soon as the Specified Price has been ascertained.

- (9) The restrictions on transfer contained in this Article shall apply to all transfers and transmissions operating by law or otherwise.
- 10. (1) Where a shareholder, being an individual (a "Deceased Shareholder"), dies and his shares in the Company are not transferred (whether to his personal representatives or otherwise under Regulation 30 of Table A) in accordance with Article 9 before the expiry of the Relevant Period (as defined below), the Directors may, and on the application of any other shareholder shall, by notice in writing addressed to the Deceased Shareholder and served at his registered address, require that the shares registered in the Deceased Shareholder's name be offered to the other holders of shares in the Company (whether or not of the same class) at a price to be ascertained in accordance with this Article. The personal representatives of the Deceased Shareholder may also, by notice in writing served on the Company, at any time state their wish to offer the shares to those other shareholders at that price.
- (2) (a) The price for the transfer of such shares shall be either:
 - (i) as agreed between the personal representatives of the Deceased Shareholder and the Directors; or
 - (ii) in the absence of such agreement within a period of 30 days from the date of service of a notice by the Directors or by the personal representatives under paragraph (1) (or such longer period as the personal representatives and the directors may agree or, if there are no personal representatives, as the Directors may decide) the Fair Price.
- (b) The expression "Fair Price" in this paragraph means the price which the auditors of the Company state in writing to be in their opinion the fair value of the shares on a sale as between a willing seller and a willing purchaser (taking no account of whether the shares do or do not carry control of the Company) and, if the Company is then carrying on business as a going concern, on the assumption that it will continue to do so. The Fair Price shall be assessed as at the date of service of the notice mentioned in paragraph (1) and by reference to the information available to the Company at that date.

- (c) In stating the Fair Price the auditors (whose charges shall be borne by the Company) shall be considered to be acting as experts and not as arbitrators and their decision shall be final and binding on the parties.
 - (3) On the price for the shares being ascertained, the Deceased Shareholder shall be deemed to have served a Transfer Notice for the purpose of Article 9, the price so ascertained shall be deemed to be "the Specified Price" for the purposes of that Article and the provisions of Article 9(3) to 9(7) (inclusive) shall apply accordingly.
 - (4) Subject to Article 8, none of the shares of a Deceased Shareholder shall be transferred (whether to his personal representatives or otherwise under Regulation 30 of Table A) after the expiry of the Relevant Period unless the shares have been offered to the other shareholders in accordance with this Article.
 - (5) For the purposes of this Article the "Relevant Period" means the period of 12 months from the death of the Deceased Shareholder except that, if probate is not granted in respect of the Deceased Shareholder's estate before the expiry of six months after his death, the Relevant Period shall mean the period from his death until the expiry of six months from the date of the grant of probate or, if shorter, the period from his death until the expiry of 15 months from the date of his death.
11. (1) The Directors shall refuse to register a proposed transfer not made under or permitted by Articles 8, 9 or 10. Except in the case of a transfer of a share made in accordance with Articles 8 or 9(5) or (6), the Directors may, in their absolute discretion and without assigning any reason, refuse to register any proposed transfer of a share whether or not it is a fully paid share.
- (2) The Directors may also refuse to register a transfer of a share on which the Company has a lien.
- (3) A person executing an instrument of transfer of a share is deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company in respect of it.
- (4) The first sentence of Regulation 24 of Table A shall not apply.

PROCEEDINGS AT GENERAL MEETINGS

12. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.

13. The chairman at any general meeting shall not be entitled to a second or casting vote. Regulation 50 of Table A shall not apply.
14. A resolution in writing signed or approved by letter, telex or facsimile by all the members for the time being entitled to receive notice of and attend and vote at general meetings shall be as effective as if the same had been passed at a general meeting of the Company, duly convened and held, and may consist of several documents in the like form each signed or approved by one or more persons. In the case of a corporation the resolution may be signed or approved on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. This Article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.
15. (1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously,

whether directly, by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this Article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

VOTES OF MEMBERS

16. (1) On a show of hands every member present in person or by proxy shall have one vote and on a poll every member present in person or by proxy shall have one vote for each share held by him provided that:
 - (a) no A Share shall confer any right to vote upon a resolution for the removal from office of a B Director;
 - (b) no B Share shall confer any right to vote upon a resolution for the removal from office of an A Director.
- (2) Regulation 54 of Table A shall not apply.
17. The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of Regulation 62 and the last sentence of Regulation 62 shall be modified accordingly.

CLASS RIGHTS

18. (1) In any case where the rights attaching to any class of shares in the Company are proposed to be varied those rights shall only be varied with the consent in writing of the holders of three-quarters by nominal value of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class to which the provisions of paragraph (2) below shall apply.
- (2) To every separate general meeting referred to in paragraph (A) all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall, mutatis mutandis, apply, except that:
 - (a) the necessary quorum at any such meeting (other than an adjourned meeting) shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of the class;
 - (b) at an adjourned meeting the necessary quorum shall be one person holding shares of the class or his proxy;
 - (c) the holders of shares of the class shall on a poll have one vote in respect of every Share of the class held by them respectively; and

- (d) a poll may be demanded by any holder of shares of the class whether present in person or by proxy.

DIRECTORS

19. The Directors shall be not more than four in number of whom not more than two shall be A Directors and not more than two shall be B Directors. Regulation 64 of Table A shall not apply to the Company.
20. (1) The holders of the A Shares may at any time appoint not more than two persons as Directors and the holders of the B Shares may at any time appoint not more than two persons as Directors.
- (2) The holders of the A Shares and B Shares respectively may at any time remove from office any A or B Director appointed by them and may appoint another person as a Director in place of any Director so removed or in the place of any A or B Director appointed by them who shall vacate office or die.
- (3) Every appointment or removal under this Article shall be made in writing under the hands of the holders for the time being of a majority of the shares of the relevant class (a corporation holding any such shares acting by resolution of its directors evidenced by the signature of one of its directors or its secretary) and shall take effect on and from the date on which the same is lodged at the registered office of the Company.
- (4) A person entitled to A Shares or B Shares by transmission may appoint or remove or concur in the appointment or removal of Directors appointed by the class to which he is entitled under this Article until such time as some other person or persons shall become the registered holder or holders thereof.
21. A Director shall not be required to hold any shares of the Company by way of qualification. A Director who is not a member of the Company shall nevertheless be entitled to receive notice of, attend and speak at General Meetings.
22. A Director may be interested, directly or indirectly, in any contract or arrangement with the Company or in which the Company is interested and (except as regards the office of Auditor) he may hold and be remunerated in respect of any office or place of profit under the Company, and he or any firm of which he is a partner may act in a professional capacity for the Company and be remunerated therefor. In relation to any such matter a Director notwithstanding his interest may vote and be taken into account for the purposes of a quorum and may retain for his own absolute use and benefit all profits and advantages accruing to him. Regulation 85 of Table A shall be extended accordingly.

23. The Directors shall not be subject to retirement by rotation and accordingly Regulations 73 and 75 (inclusive) of Table A shall not apply and all other references in Table A to retirement by rotation shall be disregarded.
24. No Director shall be appointed otherwise than as herein provided, Regulations 76 to 80 (inclusive) of Table A shall not apply and Regulation 90 of Table A shall be deemed to be modified by the deletion therefrom of the words "filling vacancies or of".

ALTERNATE DIRECTORS

25. (1) An alternate director shall be entitled to receive notice of all meetings of Directors, to attend and vote at any such meeting at which the Director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointer as a Director and for the purposes of the proceedings at the meeting the provisions of these Articles shall apply as if he were a Director. Regulation 66 of Table A shall not apply.
- (2) Every person acting as alternate director shall have one vote for each Director for whom he acts as alternate, in addition to his own vote if he is also a Director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 38 and 89 of Table A shall not apply.
- (3) Any person appointed as an alternate director shall vacate his office as an alternate director:
- (a) if and when the Director by whom he has been appointed vacates office as a Director;
 - (b) if the Director by whom he has been appointed removes him by written notice to the Company; or
 - (c) in the event of any circumstances which, if he were a Director, would cause him to vacate his office as such.
- Regulation 67 of Table A shall not apply.
- (4) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the Director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

26. (1) The powers of the Directors mentioned in Regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the Directors may exercise any of the powers conferred by the Statutes 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.

PROCEEDINGS OF DIRECTORS

27. (1) In the case of an equality of votes at any meeting of the Directors the chairman of the meeting shall not have a second or casting vote. Regulation 88 of Table A shall be modified accordingly.
- (2) Questions arising at any meeting of the Directors or of any committee of the Directors shall be decided by a majority of votes provided that:
- (a) any one or more of the A Directors present at any meeting of the Directors (including alternate directors representing any such Directors) may exercise the voting power of such other A Directors as are not personally present or otherwise represented at the meeting provided all the A Directors present cast their votes the same way in respect of the matter being voted upon; and
- (b) any one or more of the B Directors present at any meeting of the Directors (including alternate directors representing any such Directors) may exercise the voting power of such other B Directors as are not personally present or otherwise represented at the meeting provided all the B Directors present cast their votes in the same way in respect of the matter being voted upon.
28. A Director who is in any way directly or indirectly interested in any contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure, a Director may vote as a Director on any resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such resolution or matter is under consideration; and Regulations 94 to 96 of Table A shall not apply.

29. Notices of meetings of the Directors shall be given to all Directors, Regulation 88 of Table A shall be deemed to be amended accordingly.
30. Regulation 93 of Table A (written resolutions of Directors) shall apply as if the word "signed" included "approved by letter, telex, facsimile transmission or cable".
31. (1) A meeting of the Directors may consist of a conference between Directors some or all of whom are in different places provided that each director who participates is able:
- (a) to hear each of the other participating Directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating Directors simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether or not such equipment is available when this Article is adopted) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of Directors required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating Directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

EXECUTIVE DIRECTORS

32. (1) The Directors may from time to time appoint one or more of their body to hold any executive office in the Company, including, inter alia, the offices of Chairman and Chief Executive, for such period and on such terms as they think fit, and (without prejudice to any claim for damages for breach of any agreement between any such person and the Company) may revoke such appointment.
- (2) Any Director holding executive office in the Company shall receive such remuneration whether by way of salary, commission or participation in profits (or partly in one way and partly in another) as the Directors may determine.

- (3) The Directors may entrust to and confer upon any Director holding executive office in the Company any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- (4) Regulation 84 of Table A shall not apply.

ASSOCIATE, SPECIAL AND LOCAL DIRECTORS

- 33. The Directors may from time to time appoint one or more persons to the office of Associate, Special or Local Director as they may decide. The tenure of office, scope of duties and remuneration of an Associate, Special or Local Director shall be determined from time to time by the Directors. The Directors may also from time to time (without prejudice to any claim for damages for breach of any agreement between any Associate, Special or Local Director and the Company) remove him from office and, if thought fit, appoint another in his place. An Associate, Special or Local Director shall not be deemed to be a Director of the Company and no Associate, Special or Local Director shall be entitled to be present at any meeting of the Directors unless the Directors shall require his presence and he shall not accordingly be counted in the quorum therefor or be entitled to vote thereat.

SEAL

- 34. The Directors shall decide whether the Company shall have a seal and if so shall provide for the safe custody of the Seal and of any official Seal for use abroad pursuant to the Statutes, and such Seals shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. Regulation 101 of Table A shall not apply.

NOTICES

- 35. Regulation 112 of Table A shall apply as if the last sentence thereof were deleted and Regulation 116 shall apply as if the words "within the United Kingdom" did not appear.
- 36. Proof that:
 - (a) an envelope containing a notice was properly addressed, prepaid and posted (by first class post, where available); or
 - (b) a telex or facsimile transmission setting out the terms of the notice was properly despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when so despatched. Regulation 115 of Table A shall not apply.

INDEMNITY

37. Subject to the provisions of and to the extent permitted by the Statutes, every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all liabilities incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office but:
- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
 - (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, to the intent that the indemnity shall not apply where an alternative right of recovery is available and capable of being enforced.

WINDING UP

38. In a winding up the Liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the members in such proportions and manner as may be determined by such Resolution, provided always that if any such distribution is proposed to be made otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such Resolution were a Special Resolution passed pursuant to Section 110 of the Insolvency Act 1986 and Regulation 117 of Table A shall be read subject to this Article.

E25987002



COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use Company number

--	--	--	--

2849488

Name of company

*Insert full name
of company

* AGB RECRUITMENT LIMITED

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 31st August, 1994 the nominal capital of the company has been increased by £ 500,000 beyond the registered capital of £ 500,000.

†The copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

pari passu with the existing ordinary shares

Please tick here if
continued overleaf

☐

Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

John E. Allen

Designation

Director

Date *31/8/94*

Presenter's name, address and
reference (if any):

Allen & Overy
9 Cheapside
London EC2V 6AD

Ref: KG

For official use

General section

Post room



823 *A2033480# 181
COMPANIES HOUSE 02/09/94

oyez The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Criniscott Street

Companies G123

5017457

★★★★★

Company number
2849488

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

AGB RECRUITMENT LIMITED
(passed on 31st August, 1994)

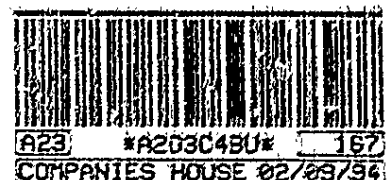
On 31st August, 1994 all the members of the company consented to the passing of the resolution set out below as a special resolution of the company:

That:

- (1) the existing 250,000 "A" ordinary shares of £1 each and the existing 250,000 "B" ordinary shares of £1 each be converted into, and re-designated as, ordinary shares of £1 each ranking *pari passu* in all respects so as to form a single class of shares;
- (2) the authorised share capital of the company be increased by £500,000 to £1,000,000 by the creation of 500,000 additional ordinary shares of £1 each ranking *pari passu* in all respects with the existing ordinary shares in the capital of the company referred to in paragraph (1) above;
- (3)
 - (a) the directors be generally and unconditionally authorised to exercise all powers of the company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £500,000;
 - (b) this authority shall expire one month after the passing of this resolution;
 - (c) the company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and
 - (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect; and
- (4) the regulations set out in the printed document annexed be adopted as the articles of association of the company in substitution for all existing articles of association of the company.



Secretary



W. E. H.

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW
ARTICLES OF ASSOCIATION
OF
AGB RECRUITMENT LIMITED

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 31ST AUGUST, 1994)

NO. 2849488

ALLEN & OVERY
LONDON



Company number
2849488

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

AGB RECRUITMENT LIMITED

*(adopted by special resolution
passed on 31st August, 1994)*

PRELIMINARY

1. Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, 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.
 2. (1) In these articles, unless the contrary intention appears:
 - (a) the "Statutes" means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act; and
 - (b) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
 - (2) Headings to these articles are inserted for convenience only and shall not affect construction.
-

SHARE CAPITAL

3. (1) The authorised share capital of the Company at the date of adoption of these articles is £1,000,000 divided into 1,000,000 ordinary shares of £1 each.
- (2) Unless otherwise determined by special resolution:
- (a) before allotting any equity securities (as defined in section 94 of the Act) the directors shall offer them for subscription to every person who at the date of the offer is a holder of ordinary shares;
 - (b) the offer referred to in sub-paragraph (a) (the "Offer") shall be made by notice in writing stating the number or amount of equity securities being offered, the price at which the equity securities are offered (the "Offer Price") and any other terms of the Offer;
 - (c) the Offer shall remain open for the period (being not less than 21 days) specified in the notice and, if not accepted within that period, the Offer will be deemed to be declined by the holder concerned;
 - (d) the directors shall allot the equity securities (in the case of competition) to those holders who apply for them in proportion (as far as practicable) to the number of ordinary shares then held by them respectively, but so that an applicant shall not be allotted more shares than the number for which he has applied; and
 - (e) any equity security not taken up under the Offer may (at any time up to three months after the expiry of the Offer) be allotted by the directors at such price (being not less than the Offer Price), on such terms (being no less favourable to the Company than the terms of the Offer), in such manner and to such persons as the directors think fit.
- (3) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded.

TRANSFER OF SHARES

4. (1) The directors may refuse to register a transfer of a share which is not fully paid or on which the Company has a lien.
- (2) A person executing an instrument of transfer of a share is deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company in respect of it.
- (3) The first sentence of regulation 24 of Table A shall not apply.
-

GENERAL MEETINGS

5. A poll may be demanded at any general meeting by the chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be amended accordingly.
6. The chairman at any general meeting shall not be entitled to a second or casting vote. Regulation 50 of Table A shall not apply.
- 7.(1) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able:
 - (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
- (4) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains. Regulation 46 of Table A shall be amended accordingly.
- (5) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives.

SHAREHOLDERS' RESOLUTIONS

8. A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members. This
-

article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act. Regulation 53 of Table A shall not apply.

VOTES OF MEMBERS

- 9.(1) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands Regulation 54 of Table A shall be amended accordingly.
- (2) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and the last provision of regulation 62 shall be amended accordingly.

DIRECTORS

- 10.(1) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
- (2) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) of Table A shall not apply.
- (3) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
- (4) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

- 11.(1) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint any person approved by a majority of the other directors to act as an alternate director.
- (2) An alternate director shall be entitled to receive notice of all meetings of directors, to attend and to vote at any such meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.

-
- (3) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.
 - (4) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.
 - (5) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

- 12.(1) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (2) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes 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 any of its subsidiaries.

PROCEEDINGS OF DIRECTORS

13. Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
 14. Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
 - 15.(1) The quorum for a meeting of the directors shall be two directors present throughout the meeting. The first sentence of regulation 89 of Table A shall not apply.
 - (2) In the case of an equality of votes at any meeting of the directors, the chairman of the meeting shall not have a second or casting vote. Regulation 88 of Table A shall be amended accordingly.
-

-
16. Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
- 17.(1) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:
- (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously, whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

EXECUTIVE DIRECTORS

- 18.(1) The directors may appoint one or more of their number to any executive office in the Company, (including, but without limitation, that of chairman, deputy chairman or chief executive) for such period and on such terms as they think fit, and may revoke or terminate any appointment so made without prejudice to any claim for damages for breach of any agreement between the director and the Company.
- (2) The remuneration of any director appointed to any executive office shall be fixed by the directors and may be by way of salary, commission, participation in profits and either in addition to or inclusive of his remuneration as a director.
- (3) Regulation 84 of Table A shall not apply.

SEAL

- 19.(1) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.
- (2) The directors shall provide for the safe custody of every seal which the Company may have.
- (3) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile,
-

telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee.

- (4) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.
- (5) Unless otherwise decided by the directors:
 - (a) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed; and
 - (b) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.
- (6) Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply.

NOTICES

- 20.(1) The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address or by leaving it at that address. 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.
- (2) Regulation 112 of Table A shall not apply and regulation 116 shall apply as if the words "within the United Kingdom" did not appear.

21.(1) Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post, where available); or
- (b) a telex or facsimile transmission setting out the terms of a notice was properly addressed and despatched

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was posted or, in the case of telex or facsimile transmission, when despatched.

- (2) Regulation 115 of Table A shall not apply.

INDEMNITY

- 22.(1) Subject to the provisions of and to the extent permitted by the Statutes, every director, other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but:
- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
 - (b) the indemnity is subject to such officer or auditor taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced.
- (2) Regulation 118 of Table A shall not apply.

C2:13512.1

