

Company No: 03214950

THE COMPANIES ACTS 1985, 1989 and 2006

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

CAPITAL MANAGEMENT AND INVESTMENT PLC

(the "Company")

TUESDAY



AFGL44XV

A05

18/11/2008

398

COMPANIES HOUSE

At an Annual General Meeting of the Company held at the offices of Dolphin Limited, 12 Smithfield Street, London, EC1A 9BD on 28 August 2008 the following resolutions were passed in the case of resolutions 1-5 inclusive, as ordinary resolutions, and in the case of resolution 6, as a special resolution of the Company -

ORDINARY RESOLUTIONS

- 1 To receive the annual accounts of the Company for the financial year ended 31 January 2008 and the reports of the directors and the auditors on those accounts
- 2 To re-appoint Tim Woodcock as director of the Company, who is retiring by rotation in accordance with the Company's Articles of Association
- 3 To re-appoint BDO Stoy Hayward LLP as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid
- 4 To authorise the directors to determine the auditors' remuneration
- 5 **THAT**, in accordance with section 366 of the Companies Act 2006, the Company and its subsidiaries are hereby authorised to
 - (a) make political donations to political organisations or independent election candidates, as defined in sections 363 and 364 of the Companies Act 2006, not exceeding £50,000 in total, and
 - (b) incur political expenditure, as defined in section 365 of the Companies Act 2006, not exceeding £50,000 in total

during the period commencing on the date of this resolution and ending on and 31 October 2009 or, if sooner, the conclusion of the Annual General Meeting of the Company held in 2009

SPECIAL RESOLUTION

- 6 **THAT**, with immediate effect, the Articles of Association produced to the meeting and signed by the Chairman of the meeting, be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company

CHAIRMAN

**CAPITAL MANAGEMENT AND INVESTMENT P
(the "Company")**

**Minutes of the Annual General Meeting of the Company
held at the offices of Brewin Dolphin Limited, 12 Smithfield Street, London, EC1A 9BD on
28 August 2008 at 10.00 a.m**

Present	Tim Woodcock Ed Churchill Ronald Taylor JJ Bygott A Sceats JR Sharma	(In the Chair)
In attendance	Gareth Edwards, Pinsent Masons LLP Hanh Jelf, Pinsent Masons LLP Neil Baldwin (Brewin Dolphin)	

- 1 Tim Woodcock was appointed Chairman of the meeting
- 2 The Chairman declared that a quorum was present. It was unanimously agreed that the notice dated 30 June 2008 convening the annual general meeting (the "Notice") be taken as read
- 3 The Chairman proposed ordinary resolution 1 set out in the Notice in relation to the accounts for the financial year ended 31 January 2008

The resolution was put to the meeting and carried unanimously on a show of hands
- 4 The Chairman reported that, in accordance with the provisions of the Company's articles of association, Tim Woodcock was retiring by rotation and would therefore vacate office at the conclusion of the meeting unless reappointed. Tim Woodcock was eligible and willing to be reappointed. The Chairman therefore proposed ordinary resolution 2 set out in the Notice to re-appoint Tim Woodcock

The resolution was put to the meeting and carried unanimously on a show of hands
- 5 The Chairman proposed ordinary resolution 3 in relation to the re-appointment of BDO Stoy Hayward LLP as auditors of the Company to hold office until the conclusion of the next general meeting of the Company at which accounts are laid

The resolution was put to the meeting and carried unanimously on a show of hands
- 6 The Chairman proposed ordinary resolution 4 set out in the Notice in relation to authorising the auditors' remuneration

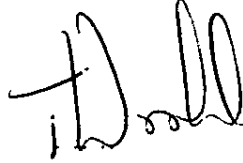
The resolution was put to the meeting and carried unanimously on a show of hands
- 7 The Chairman proposed ordinary resolution 5 set out in the Notice in relation to the making of political donations and the incurring of political expenditure

The resolution was put to the meeting and carried unanimously on a show of hands

- 8 The Chairman proposed special resolution 6 set out in the Notice in relation to adopting new articles of association of the Company

The resolution was put to the meeting and carried unanimously on a show of hands

- 9 There being no other business the Chairman declared the meeting closed

A handwritten signature in black ink, appearing to be 'J. D. ...', written in a cursive style.

CHAIRMAN

No: 3214950

CAPITAL MANAGEMENT & INVESTMENT PLC

**ARTICLES OF ASSOCIATION
ADOPTED ON THE
28 AUGUST 2008**

THE COMPANIES ACTS 1985 AND 2006

ARTICLES OF ASSOCIATION

- OF -

CAPITAL MANAGEMENT & INVESTMENT PLC

(Registered Number: 3214950)

(as amended by written resolution passed on 28 August 2008)

1 EXCLUSION OF OTHER REGULATIONS

- 1 1 No regulations set out in any statute or statutory instrument concerning companies shall apply as Articles of Association or regulations of the Company

2 INTERPRETATION

- 2 1 In these Articles unless the context otherwise requires the following expressions have the following meanings -

"Act" means the Companies Act 2006

"Acts" means the Companies Act 1985, the Companies Act 1989, the Act, the Regulations and all other statutes, orders, regulations or other subordinate legislation for the time being in force concerning companies registered under the Act so far as they apply to the Company

"address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means

"Alternate Director" means an alternate director appointed in accordance with Article 97

"these Articles" means these Articles of Association as amended from time to time

"Auditors" means the auditors for the time being of the Company

"Board" the Board of Directors of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present

"calendar year" means a year from 1 January to 31 December inclusive

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

¹ The Company's name was changed and re-registered as a plc from 'Galehive Limited' to 'Blake Clothings plc' pursuant to special resolutions passed on 27 July 1997. Its name was changed to 'e-xentric plc' pursuant to a special resolution on 8 February 2000 and then to 'Capital Management & Investment PLC' pursuant to a special resolution passed on 7 June 2002

"Connected Person"	means in relation to any person, a person who is either - acting in concert (as defined in the City Code on Take-Overs and Mergers (July 1993 edition) with such aforesaid person, or a "connected person" (as defined in Section 839 of the Income and Corporation Taxes Act 1988) of such aforesaid person
"connected with"	in relation to a Director has the meaning given by sections 252 to 255 of the Act
"disclosure notice"	means a notice issued by or on behalf of a Company requiring disclosure of interests in Shares pursuant to section 793 of the Act
"dividend"	means dividend or bonus
"elected"	elected or re-elected
"electronic form"	has the meaning given to it in section 1168 of the Act
"electronic means"	has the meaning given to it in section 1168 of the Act
"Equity Shares"	means all the shares comprised in the equity share capital of the Company and "Equity Share Capital" shall be construed accordingly and for the avoidance of any doubt excludes the Preference Shares,
"hard copy form" and "hard copy"	has the meaning given to it in section 1168 of the Act
"the holder"	means in relation to shares the member whose name is entered in the register as the holder of the shares,
"member"	means a member of the Company,
"mental disorder"	means a mental disorder as defined in Section 1 of the Mental Health Act 1983 or the Mental Health (Scotland) Act 1984 (as the case may be) and "mentally disordered" shall be construed accordingly,
"Office"	means the registered office of the Company,
"Operator"	means a person approved by the Treasury under the Regulations
"Ordinary Shares"	means the ordinary shares of 10p each (or such other nominal amount into which the same shall be consolidated or sub-divided from time to time) in the capital of the Company,
"paid"	means paid or credited as paid
"Preference Shareholders"	means the holders of Preference Shares in the capital of the Company
"Preference Shares"	means the preference shares of £1 each (or such other nominal amount into which the same shall be consolidated or sub-divided from time to time) in the capital of the Company

"Register"	means the register of members of the Company
"Regulations"	means the Uncertificated Securities Regulations 2001 (SI2001 No 3755) as amended or replaced from time to time and any subordinate legislation or rules made under them for the time being in force
"Seal"	means the common seal of the Company or any official seal permitted under the Acts that the Company may have
"Secretary"	means the secretary of the Company or any other person appointed by the Directors to perform any of the duties of the secretary of the Company including a joint, temporary, assistant or deputy secretary
"Transfer Office"	means the place where the Company's issuer register of members is for the time being situated
"UKLA"	means the UK Listing Authority, a division of the Financial Services Authority in its capacity as competent authority for the purposes of section 72 of the Financial Services and Markets Act 2000
"United Kingdom"	Great Britain and Northern Ireland
"in writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether comprised in electronic form or otherwise, and "written" shall be construed accordingly
"year"	means any period of 12 consecutive months
2 2	words denoting the masculine gender shall include the feminine and neuter genders, words denoting the singular number shall include the plural number and vice versa, words denoting persons shall include corporations and unincorporated associations,
2 3	save as provided above any words or expressions defined in the Act or the Regulations shall, if not inconsistent with the subject or context, bear the same meaning,
2 4	all references to the Act, to any section or provision of the Act or to any other statute or statutory provision or subordinate legislation shall be deemed to include a reference to any statutory re-enactment or modification thereof for the time being in force (whether coming into force before or after the adoption of these Articles),
2 5	references to a share (or a holding of a share) being in uncertificated form or in certificated form are references, respectively, to that share being an uncertificated unit of a security or a certificated unit of a security,
2 6	any reference to a meeting shall not be taken as requiring more than one person to be present in person if any quorum requirement can be satisfied by one person,
2 7	any reference to a signature or to something being signed includes in the case of a communication in electronic form, to it being authenticated as specified in the Act,
2 8	any reference to an "instrument" means, unless the contrary is stated, a written document having tangible form and not comprised in an electronic form,
2 9	subject to the Acts, a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required, and

- 2 10 headings to these Articles are inserted for convenience only and shall not affect construction

SHARE CAPITAL

- 3 The share capital of the Company is £10,200,000 divided into 1,000,000,000 ordinary shares of 1p each (the "Ordinary Shares") and 200,000 Preference Shares of £1 each²

VARIATION OF RIGHTS

- 4 Subject to the Memorandum of Association and the Acts, whenever the capital of the Company is divided into different classes of shares, the rights attached to any class of shares in issue may (unless otherwise provided by the terms of issue of the shares of that class) from time to time be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of three-fourths in nominal value of the issued shares of the class (excluding any shares of that class held as treasury shares) or with the sanction of a special resolution passed at a separate meeting of such holders (but not otherwise)
- 5 The special rights conferred upon the holders of any shares or class of shares shall, unless otherwise provided by these Articles or the terms of issue of the shares concerned, be deemed to be varied by a reduction of capital paid up on those shares but shall be deemed not to be varied by the creation or issue of further shares ranking pari passu with them or subsequent to them. The special rights conferred on the holders of ordinary shares shall be deemed not to be varied by the creation or issue of any further shares ranking in priority to them nor shall any consent or sanction of the holders of ordinary shares be required under Article 4 to any variation or abrogation effected by a resolution on which only the holders of ordinary shares are entitled to vote

PROVISIONS RELATING TO SHARES

- 6 Subject to the provisions of the Acts and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine, or in the absence of such determination, or so far as any such resolution does not make specific provision, as the Board may determine
- 7 Subject to the provisions of the Acts and to any resolution of the Company in general meeting, all unissued shares of the Company shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons, on such terms and at such times as it may think fit
- 8 The Company may not purchase any share forming part of its equity share capital if, at the time of such purchase, there are outstanding any securities of the Company convertible into, or carrying the right to subscribe for, shares of the same class as those proposed to be purchased unless such purchase has been sanctioned by a Special Resolution passed at a separate class meeting of the holders of the convertible securities
- 9 Subject to the provisions of the Acts, shares may be issued which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by or in accordance with these Articles

² The Company was incorporated with an authorised share capital comprising 1,000 ordinary shares of £1 each. Pursuant to resolutions passed on 8 July 1997, each of the 1,000 ordinary shares of £1 was subdivided into 10 ordinary shares of 10 pence each and the authorised capital was increased from £1,000 to £1,700,000 by the creation of an additional 14,990,000 ordinary shares of 10 pence each and 200,000 preference shares of £1 each. By resolutions passed on 26 March 1999, each of the issued ordinary shares of 10 pence each was subdivided into 1 Ordinary Share of 1 pence each and 1 deferred share of 9 pence each and each of the unissued ordinary shares of 10 pence each was subdivided into 10 Ordinary Shares of 1 pence each and the authorised share capital was increased from £1,700,000 to £2,000,000 by the creation of an additional 30,000,000 Ordinary Shares of 1 pence each. By a resolution passed on 8 February 2000, the authorised share capital was further increased to £5,000,000 by the creation of an additional 300,000,000 Ordinary Shares of 1 pence each. By a resolution passed on 11 May 2000, the authorised share capital was further increased to £11,098,632 by the creation of an additional 609,863,200 Ordinary Shares of 1 pence each. Following a Court Order on 26 June 2002 and registration on 1 July 2002, the authorised share capital was reduced by the cancellation of 9,984,000 deferred shares of 9 pence each and the reduction of the share premium account by £1,859,076

- 10 In addition to all other powers of paying commissions the Company may exercise the powers of paying commissions conferred by the Acts Subject to the provisions of the Acts, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other
- 11 Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by these Articles or by law) the Company shall not be bound to recognise any interest in any share except an absolute right to the entirety of the share in the holder
- 12 Shares may not be registered in the names of more than four persons jointly

UNCERTIFICATED SHARES

- 12 1 The Company may -
 - 12 1 1 issue shares and other securities which do not have certificates,
 - 12 1 2 permit existing shares and other securities to be held without certificates, and
 - 12 1 3 permit any shares or other securities held without certificates to be transferred without an instrument of transfer

in each case in dematerialised form pursuant to the Regulations
- 13 If the Company has any shares in issue which are in uncertificated form, these Articles will continue to apply to such shares, but only insofar as they are consistent with -
 - 13 1 holding those shares in uncertificated form,
 - 13 2 transferring ownership of those shares by using a relevant system,
 - 13 3 any of the provisions of the Regulations, and
 - 13 4 any regulation laid down by the Board under Article 16

and, without prejudice to the generality of this Article, no provision of these Articles shall apply or have effect to the extent that it is in any respect inconsistent with the maintenance, keeping or entering up by the Operator, so long as that is permitted or required by the Regulations, of an Operator register of securities in respect of that class of shares in uncertificated form
- 14 Where any class of shares in the capital of the Company is a participating security and the Company is entitled under any provisions of the Acts or the rules made and practices instituted by the Operator or under these Articles to dispose of, forfeit, enforce a lien or sell or otherwise procure the sale of any shares which are held in uncertificated form, such entitlement (to the extent permitted by the Regulations and the rules made and practices instituted by the Operator) shall include the right to -
 - 14 1 require the conversion of any shares held in uncertificated form which are the subject of any exercise by the Company of any such entitlement into certificated form to enable the Company to effect the disposal, sale or transfer of such shares,
 - 14 2 direct the holder to take such steps, by instructions given by means of a relevant system or otherwise, as may be necessary to sell or transfer such shares,
 - 14 3 appoint any person to take such other steps, by instruction given by means of a relevant system or otherwise, in the name of the holder of shares as may be required to effect the transfer of such shares and such steps shall be as effective as if they had been taken by the holder of the shares concerned,

- 14 4 transfer any shares which are the subject of any exercise by the Company of any such entitlement by entering the name of the transferee in the Register in respect of that share as a transferred share,
- 14 5 otherwise rectify or change the Register in respect of that share in such manner as may be appropriate, and
- 14 6 take such other action as may be necessary to enable those shares to be registered in the name of the person to whom the shares have been sold or disposed of or as directed by him
- 15 The Company shall be entitled to assume that the entries on any record of securities maintained by it in accordance with the Regulations and regularly reconciled with the relevant Operator register of securities are a complete and accurate reproduction of the particulars entered in the Operator register of securities and shall accordingly not be liable in respect of any act or thing done or omitted to be done by or on behalf of the Company in reliance upon such assumption, in particular, any provision of these Articles which requires or envisages that action will be taken in reliance on information contained in the Register shall be construed to permit that action to be taken in reliance on information contained in any relevant record of securities (as so maintained and reconciled)
- 16 The Board may also lay down regulations which -
- 16 1 govern the issue, holding and transfer and, where appropriate, the mechanics of conversion and redemption of shares held in uncertificated form,
- 16 2 govern the mechanics for payments involving the relevant system, and
- 16 3 make any other provisions which the Board considers are necessary to ensure that these Articles are consistent with the Regulations, and with any rules or guidance of an Operator under the Regulations

If stated expressly, such regulations will apply instead of other relevant provisions in these Articles relating to certificates and the transfer, conversion and redemption of shares and other securities and any other provisions which are not consistent with the Regulations

SHARE CERTIFICATES

- 17 Every member (other than a person who is not entitled to a certificate under the Acts) upon becoming the holder of any shares in certificated form shall be entitled without payment to one certificate for all the shares of each class held by him in certificated form and, upon transferring a part of the shares comprised in a certificate, to a certificate for the balance of such shares held in certificated form. Shares of different classes may not be included in the same certificate. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them
- 18 Share certificates of the Company (other than letters of allotment, scrip certificates and other like documents) shall, unless the Board by resolution otherwise determines, either generally or in any particular case or cases, be issued under the Seal or under any official seal kept by the Company by virtue of section 40 of the Companies Act 1985. Whether or not share certificates are issued under a seal, the Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any certificates for shares, stock or debenture or loan stock (except where the trust deed constituting any stock or debenture or loan stock provides to the contrary) or representing any other form of security of the Company need not be autographic but may be applied to the certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person. Every share certificate shall specify the number and class of the shares to which it relates and the amount paid up on such shares
- 19 If a share certificate is worn out, defaced, lost, stolen or destroyed, it may be renewed without payment of any fee but on such terms (if any) as to evidence and indemnity with or without security and otherwise as the Board requires and, in the case of a worn out or defaced certificate, on delivery up of that certificate. In the case of loss, theft or destruction, the person to whom the new certificate is issued may be required to pay to the Company any exceptional out of pocket

expenses incidental to the investigation of evidence of loss, theft or destruction and the preparation of the requisite form of indemnity

EVIDENCE OF TITLE TO SECURITIES

- 20 Nothing in these Articles shall require title to any shares or other securities of the Company to be evidenced by a certificate if the Statutes and the UKLA permit otherwise
- 21 Subject to the Statutes and the rules of the UKLA, the Board without further consultation with the holders of any shares or securities of the Company may resolve that any class or classes of shares or other securities of the Company from time to time in issue or to be issued may be in uncertificated form and no provision of these Articles will apply to any uncertificated share or other securities of the Company to the extent that they are inconsistent with the holding of such shares or other securities in uncertificated form or the transfer of title to any such shares or other securities by means of a relevant system
- 22 To the extent that any provision of these Articles is inconsistent in any respect with the terms of the Regulations in relation to any uncertificated shares or other securities of the Company, such provision shall not apply thereto and the Regulations shall be given effect thereto in accordance with their terms

LIEN ON SHARES

- 23 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) payable at a fixed time or called in respect of that share. The Board may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to any amount payable in respect of it and to any share or security issued in right of it
- 24 The Company may sell in such manner as the Board determines any share on which the Company has a lien if the sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after notice has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder or otherwise by operation of law, demanding payment and stating that if the notice is not complied with the shares may be sold
- 25 To give effect to a sale the Board may authorise some person to execute an instrument of transfer or otherwise effect the transfer of the shares sold to, or in accordance with the directions of, the purchaser. The purchaser shall not be bound to see to the application of the purchase moneys, and the title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings relating to the sale
- 26 The net proceeds of the sale, after payment of the costs of sale, shall be applied in or towards payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate, if any, for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale

CALLS ON SHARES

- 27 Subject to the terms of allotment, the Board may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to at least 14 clear days' notice having been given specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable jointly and severally with the successors in title to his shares for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made
- 28 A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed

- 29 The joint holders of a share shall be jointly and severally liable to pay all calls in respect of that share
- 30 If a call remains unpaid after it has become due and payable the person from whom the sum is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate, but the Board may waive payment of the interest wholly or in part
- 31 An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of these Articles shall apply as if that amount had become due and payable by virtue of a call
- 32 Subject to the terms of allotment, the Board may make arrangements on the issue of shares for a difference between the holders in the amounts and times of payment of calls on their shares
- 33 The Board may, if it thinks fit, receive from any member willing to advance it all or any part of the moneys uncalled and unpaid upon any shares held by him, and may pay upon all or any of the moneys so advanced (until the same would but for such advance become presently payable) interest at the appropriate rate or at such other rate as may be agreed between the Board and such member, subject to any directions of the Company in general meeting

FORFEITURE AND SURRENDER OF SHARES

- 34 If a call remains unpaid after it has become due and payable the Board may give to the person from whom it is due not less than 14 clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and any costs, charges and expenses incurred by the Company by reason of such non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited
- 35 If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Board and the forfeiture shall include all dividends or other moneys payable in respect of the forfeited share and not paid before the forfeiture. The Board may accept upon such terms and conditions as may be agreed a surrender of any share liable to be forfeited and, subject to such terms and conditions, a surrendered share shall be treated as if it had been forfeited
- 36 Subject to the provisions of the Acts, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Board determines either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition the forfeiture may be cancelled on such terms as the Board thinks fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the Board may authorise some person to execute an instrument of transfer or otherwise effect the transfer of the share to that person
- 37 A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate, if any, for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate from the date of the forfeiture until payment but the Board may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal
- 38 A statutory declaration by a Director or the Secretary that a share has been forfeited or sold to satisfy a lien of the Company on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the

consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings relating to the forfeiture, sale or disposal of the share

TRANSFER OF SHARES

- 39 A share held in certificated form may be transferred by an instrument of transfer in any usual form or in any other form which the Board may approve, which shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee. A share held in uncertificated form may be transferred by means of a relevant system. The transferor shall be deemed to remain the holder of the share until the transferee is entered on the Register as its holder
- 40 The Board may, in the case of shares held in certificated form, in its absolute discretion refuse to register the transfer of a share which is not fully paid provided that, where any such shares are admitted to the Official List of the UKLA, such discretion may not be exercised in such a way as to prevent dealings in the shares of that class from taking place on an open and proper basis
- 41 The Board may also refuse to register a transfer of shares held in certificated form unless the instrument of transfer is -
- 41 1 duly stamped or duly certified or otherwise shown to the satisfaction of the Board to be exempt from stamp duty, lodged at the Transfer Office or at such other place as the Board may appoint and (save in the case of a transfer by a person to whom no certificate was issued in respect of the shares in question) accompanied by the certificate for the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do,
- 41 2 in respect of only one class of shares, and
- 41 3 in favour of not more than four transferees
- 42 If the Board refuses to register a transfer of shares held in certificated form, it shall as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal together with its reasons for the refusal
- 43 Subject to the provisions of the Acts, the registration of transfers of shares or of transfers of any class of shares may be suspended and the Register closed at such times and for such periods (not exceeding 30 days in any calendar year) as the Board may determine
- 44 No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share or for making any entry in the Register affecting the title to any share
- 45 The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the Board refuses to register shall be returned to the person lodging it when notice of the refusal is given
- 46 For all purposes of these Articles relating to the registration of transfers of shares, the renunciation of the allotment of any shares by the allottee in favour of some other person shall be deemed to be a transfer and the Board shall have the same powers of refusing to give effect to such a renunciation as if it were a transfer

TRANSMISSION OF SHARES

- 47 If a member dies the survivor or survivors where he was a joint holder and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest, but nothing contained in these Articles shall release the estate of a deceased member from any liability in respect of any share held (whether solely or jointly) by him

- 47 1 A person becoming entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law may, upon such evidence being produced as the Board may properly require and subject as subsequently provided in these Articles, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall, if the share is held in certificated form, execute an instrument of transfer of the share to that person or, if the share is held in uncertificated form, transfer the share to that person by way of a relevant system. All the provisions of these Articles relating to the transfer and the registration of transfers of shares (including any right to refuse to register any transfer) shall apply to the notice or transfer as if it were a transfer by the member and the death or bankruptcy of the member or other event giving rise to the entitlement had not occurred.
- 48 Subject to any other provisions of these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to receive notice of or to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company. The Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 60 days the Board may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

DISCLOSURE OF INTERESTS

For the purposes of this Article, unless the context otherwise requires -

- 49 1 1 "**disclosure notice**" means a notice issued by or on behalf of the Company requiring disclosure of interests in shares pursuant to section 793 and sections 821 to 825 of the Act,
- 49 1 2 "**specified shares**" means all or, as the case may be, some of the shares specified in a disclosure notice,
- 49 1 3 "**restrictions**" means one or more, as the case may be, of the restrictions referred to in Article 49 3,
- 49 1 4 "**restriction notice**" means a notice issued by or on behalf of the Company stating, or substantially to the effect, that (until such time as the Board determines otherwise pursuant to Article 49 4) the specified shares referred to therein shall be subject to one or more of the restrictions stated therein,
- 49 1 5 "**restricted shares**" means all or, as the case may be, some of the specified shares referred to in a restriction notice,
- 49 1 6 a person other than the member holding a share shall be treated as appearing to be interested in that share if -
- (a) the member has informed the Company, whether under any statutory provision relating to disclosure of interests or otherwise, that the person is, or may be, or has been at any time during the three years immediately preceding the date upon which the disclosure notice is issued, so interested, or
 - (b) the Board (after taking account of any information obtained from the member or, pursuant to a disclosure notice, from any other person) knows or has reasonable cause to believe that the person is, or may be, or has been at any time during the three years immediately preceding the date upon which the disclosure notice is issued, so interested, or
 - (c) in response to a disclosure notice, the member or any other person appearing to be so interested has failed to establish the identities of all those who are so interested and (after taking into account the response and any other relevant

information) the Board has reasonable cause to believe that such person is or may be so interested,

49 1 7 **"connected"** shall have the meaning given to it in section 839 of the Income and Corporation Taxes Act 1988,

49 1 8 **"interested"** shall be construed as it is for the purpose of section 793 and sections 821 to 825 of the Act,

49 1 9 **"recognised investment exchange"** shall have the same meaning as in the Financial Services and Markets Act 2000, and

49 1 10 for the purposes of Articles 49 2 2 and 49 4 the Company shall not be treated as having received the information required by the disclosure notice in accordance with the terms of such disclosure notice in circumstances where the Board knows or has reasonable cause to believe that the information provided is false or materially incorrect

49 2 Notwithstanding anything in these Articles to the contrary, if -

49 2 1 a disclosure notice has been served on a member or any other person appearing to be interested in the specified shares, and

49 2 2 the Company has not received (in accordance with the terms of such disclosure notice) the information required therein in respect of any of the specified shares within 14 days after the service of such disclosure notice,

then the Board may (subject to Article 49 7) determine that the member holding the specified shares shall, upon the issue of a restriction notice referring to those specified shares in respect of which information has not been received, be subject to the restrictions referred to in such restriction notice, and upon the issue of such restriction notice such member shall be so subject. As soon as practicable after the issue of a restriction notice the Company shall serve a copy of the notice on the member holding the specified shares

49 3 The restrictions which the Board may determine shall apply to restricted shares pursuant to this Article shall be one or more, as determined by the Board, of the following -

49 3 1 that the member holding the restricted shares shall not be entitled, in respect of the restricted shares, to attend or be counted in the quorum or vote either personally or by proxy at any general meeting or at any separate meeting of the holders of any class of shares or upon any poll or to exercise any other right or privilege in relation to any general meeting or any meeting of the holders of any class of shares,

49 3 2 that no transfer of the restricted shares shall be effective or shall be registered by the Company, provided that where the restricted shares are held in uncertificated form registration of a transfer may only be refused if permitted by the Regulations,

49 3 3 that no dividend (or other moneys payable) shall be paid in respect of the restricted shares and that, in circumstances where an offer of the right to elect to receive shares instead of cash in respect of any dividend is or has been made, any election made thereunder in respect of such specified shares shall not be effective

49 4 The Board may determine that one or more of the restrictions imposed on restricted shares shall cease to apply at any time. If the Company receives in accordance with the terms of the relevant disclosure notice the information required therein in respect of the restricted shares all restrictions imposed on the restricted shares shall cease to apply seven days after receipt of the information. In addition, in the event that the Company receives notice of a transfer in respect of all or any restricted shares, which would otherwise be given effect to, pursuant to a sale -

49 4 1 on a recognised investment exchange, or

49 4 2 on any stock exchange outside the United Kingdom on which the Company's shares are normally dealt, or

49 4 3 on the acceptance of a takeover offer (as defined in sections 974 to 976 and 991 of the Act) for the shares of the class of which such restricted shares form part,

to a party not connected with the member holding such restricted shares or with any other person appearing to be interested in such restricted shares, then all the restrictions imposed on such restricted shares shall cease to apply with effect from the date on which any such notice as aforesaid is received by the Company provided always that if, within ten days after such receipt, the Board decides that it has reasonable cause to believe that the change in the registered holder of such restricted shares would not be as a result of an arm's length sale resulting in a material change in the beneficial interests in such restricted shares, the restrictions imposed on the restricted shares shall continue to apply

49 5 Where the Board makes a decision pursuant to the proviso to Article 49 4, the Company shall notify the purported transferee of such decision as soon as practicable and any person may make representations in writing to the Board concerning any such decision. The Company shall not be liable to any person as a result of having imposed restrictions or deciding that such restrictions shall continue to apply if the Board acted in good faith

49 6 Where dividends or other moneys are not paid as a result of restrictions having been imposed on restricted shares, such dividends or other moneys shall accrue and, upon the relevant restriction ceasing to apply, shall be payable (without interest) to the person who would have been entitled had the restriction not been imposed

49 7 Where the aggregate number of shares of the same class as the specified shares in which any person appearing to be interested in the restricted shares (together with persons connected with him) appears to be interested represents less than 0.25 per cent (in nominal value) of the shares of that class in issue (excluding any shares of that class held as treasury shares) at the time of service of the disclosure notice in respect of such specified shares only the restriction referred to in Article 49 3 1 may be determined by the Board to apply

49 8 Shares issued in right of restricted shares shall on issue become subject to the same restrictions whilst held by that member as the restricted shares in right of which they are issued. For this purpose, shares which are allotted or offered or for which applications are invited (whether by the Company or otherwise) pro rata (or pro rata ignoring fractional entitlements and shares not allocated to certain members by reason of legal or practical problems associated with offering shares outside the United Kingdom) shall be treated as shares issued in right of restricted shares

49 9 The Board shall at all times have the right, at its discretion, to suspend, in whole or in part, any restriction notice given pursuant to this Article either permanently or for any given period and to pay to a trustee any dividend payable in respect of any restricted shares or in respect of any shares issued in right of restricted shares. Notice of any suspension, specifying the sanctions suspended and the period of suspension, shall be given to the relevant holder in writing within seven days after any decision to implement such a suspension

49 10 The limitations on the powers of the Board to impose and retain restrictions under this Article are without prejudice to the Company's power to apply to the court pursuant to the Acts to apply these or any other restrictions on any conditions

ALTERATION OF SHARE CAPITAL

50 The Company may by ordinary resolution -

50 1 increase its share capital by new shares of such amount as the resolution prescribes,

50 2 consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,

- 50 3 subject to the provisions of the Acts, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage or deferred rights or be subject to any restrictions as compared with the others, and
- 50 4 cancel or reduce the nominal value of shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled or the amount of the reduction
- 51 Upon any consolidation of shares into shares of larger amount the Board may settle any difficulty which may arise with regard to such consolidation and in particular may, as between the holders of shares so consolidated, determine which shares are consolidated into each consolidated share and in the case of any shares registered in the name of one member being consolidated with shares registered in the name of another member the Board may make such arrangements for the allotment, acceptance and/or sale of shares representing fractional entitlements to the consolidated share or for the sale of the consolidated share and may sell the fractions or the consolidated share either upon the market or otherwise to such person at such time and at such price as it may think fit For the purposes of giving effect to any such sale the Board may authorise some person to execute an instrument of transfer of the shares or fractions sold to, or in accordance with the directions of, the purchaser The purchaser shall not be bound to see to the application of the purchase moneys nor shall his title to such shares be affected by any irregularity in or invalidity of the proceedings relating to the sale The Board shall distribute the net proceeds of sale among such members rateably in accordance with their rights and interests in the consolidated share or the fractions provided that the Board shall have power when making such arrangements to determine that no member shall be entitled to receive such net proceeds of sale unless his entitlement exceeds such amount as the Board shall determine (not exceeding £5 per holding) and if the Board exercises such power the net proceeds of sale not distributed to members as a result shall belong absolutely to the Company
- 52 Subject to the provisions of the Acts, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account or other undistributable reserve in any way

PURCHASE OF OWN SHARES

- 53 Subject to the provisions of the Acts, the Company may purchase its own shares (including any redeemable shares) and any shares to be so purchased may (subject to any resolution of the Company in general meeting) be selected by the Board in any manner

GENERAL MEETINGS

- 54 All meetings other than annual general meetings shall be called general meetings
- 55 The Board may call general meetings and, on the requisition of members pursuant to the provisions of the Acts, shall forthwith convene a general meeting If there are not sufficient Directors capable of acting to call a general meeting, any Director may call a general meeting If there is no Director able to act, any two members may call a general meeting for the purpose of appointing Directors

NOTICE OF GENERAL MEETINGS

- 56 Unless consent to short notice is obtained in accordance with the provisions of the Acts, an annual general meeting shall be called by at least 21 clear days' notice All general meetings shall be called by at least 14 clear days' notice Subject to the provisions of these Articles and to any restrictions imposed on any shares, every notice of meeting shall be given to all the members, all other persons who are at the date of the notice entitled to receive notices from the Company and to the Directors and Auditors

- 57 Every notice of meeting shall specify the place, the day and the time of the meeting and, in the case of special business (within the meaning of Article 59), the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Every notice calling a meeting for the passing of a special resolution shall specify the intention to propose the resolution as a special resolution and the terms of the resolution. Every notice of meeting shall state with reasonable prominence that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not be a member.
- 58 The accidental omission to give notice of a meeting, or to send an instrument of proxy or invitation to appoint a proxy as provided by these Articles, to any person entitled to receive the same, or the non-receipt of a notice of meeting or instrument of proxy or invitation to appoint a proxy by such a person, shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 59 All business that is transacted at an annual general meeting shall be deemed special with the exception of -
- 59 1 the laying, consideration and/or approval of the reports of the Directors and Auditors, the annual accounts and any other documents required to accompany or to be annexed to them,
- 59 2 the sanction and declaration of dividends,
- 59 3 the election and re-election of Directors to fill vacancies caused by Directors retiring under these Articles, and
- 59 4 the appointment of auditors where special notice of such appointment is not required by the Act and the fixing or determination of the manner of fixing of their remuneration.
- 60 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. The absence of a quorum shall not preclude the appointment of a chairman in accordance with the provisions of these Articles, which shall not be treated as part of the business of the meeting. Two members present in person or by proxy and entitled to vote upon the business to be transacted at the meeting shall be a quorum.
- 61 If such a quorum is not present within 15 minutes (or such longer time not exceeding one hour as the chairman of the meeting may decide to wait) from the time appointed for the meeting, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same place and time one week later, or to such day (not being more than 28 days after the date appointed for the meeting) and to such time and place as the Board may determine. If the meeting is adjourned for 14 days or more, not less than five days' notice thereof shall be given by advertisement in one national newspaper, but no other notice shall be required. If at any such adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting, the member present in person or by proxy and entitled to vote upon the business to be transacted at the meeting shall be a quorum.
- 62 The Board may make any security arrangements which it considers appropriate relating to the holding of a general meeting of the Company including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, arranging for any person attending a meeting to be searched and for items of personal property which may be taken into a meeting to be restricted. A Director or the Secretary may -
- 62 1 refuse entry to a meeting to any person who refuses to comply with any such arrangements, and
- 62 2 eject from a meeting any person who causes the proceedings to become disorderly.
- 63 The chairman (if any) of the Board or in his absence the deputy chairman (if any) shall preside as chairman at every general meeting of the Company. If there is no such chairman or deputy chairman present and willing to act as chairman at any meeting within five minutes after the time appointed for holding the meeting the Directors present shall choose one of their number to be

chairman and, if there is only one Director present and willing to act, he shall be chairman. If no Director is willing to act as chairman, or if no Director is present within five minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote shall choose one of their number to be chairman of the meeting.

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

65 The chairman of a meeting at which a quorum is present may, with the consent of the meeting (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place and, if it appears to the chairman that it is likely to be impracticable to hold or continue the meeting, because the number of persons attending or wishing to attend cannot be conveniently accommodated in the place appointed for the meeting, or the unruly conduct of persons attending the meeting prevents or is likely to prevent the continuation of the business of the meeting, he may adjourn the meeting to another time and place without the consent of the meeting. No business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more (otherwise than due to the absence of a quorum) or without a time and place for the adjourned meeting being fixed, at least seven clear days' notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.

66 A general meeting may be held at more than one place if -

66 1 the notice convening the meeting specifies that it shall be held at more than one place, or

66 2 the Board resolves, after the notice convening the meeting has been given, that the meeting shall be held at more than one place, or

66 3 it appears to the chairman of the meeting that the place of the meeting specified in the notice convening the meeting is inadequate to accommodate all persons entitled and wishing to attend.

A general meeting held at more than one place is duly constituted and its proceedings are valid if (in addition to the other provisions of these Articles relating to general meetings) the chairman of the meeting is satisfied that there are adequate facilities to enable each person present at each place to participate in the business for which the meeting has been convened, hear and see all persons present who speak, whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise (whether in use when these Articles are adopted or developed subsequently) and have access to all documents which are required by the Acts and these Articles to be made available at the meeting. Each person present at each place in person or by proxy and entitled to vote shall be counted in the quorum for, and shall be entitled to vote at, the meeting. The meeting is deemed to take place at the place at which the chairman of the meeting is present.

67 No amendment or proposed amendment to a resolution shall be considered or voted upon by the members at any general meeting or adjourned general meeting unless -

67 1 in the case of a resolution duly proposed as a special resolution it is a mere clerical amendment to correct a patent error, or

67 2 in the case of a resolution duly proposed as an ordinary resolution either the Company shall have received written notice of the amendment or proposed amendment and of the intention of the proposer to attend and propose it at least 48 hours before the time fixed for the general meeting or the chairman of the meeting in his absolute discretion shall decide that the amendment or amended resolution should be considered and put to the vote.

With the consent of the chairman, an amendment may be withdrawn by its proposer before it is put to the vote. If the chairman of the meeting in good faith rules an amendment to a resolution out of order, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling.

- 68 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, or on the withdrawal of any other demand for a poll, a poll is demanded by -
- 68 1 the chairman of the meeting, or
- 68 2 at least three members present in person or by proxy having the right to vote at the meeting, or
- 68 3 a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting (excluding any voting rights attached to any shares held as treasury shares), or
- 68 4 a member or members present in person or by proxy holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right (excluding any shares conferring a right to vote at the meeting which are held as treasury shares), or
- 68 5 any member present in person or by proxy in the case of a resolution to confer, vary, revoke or renew authority or approval for an off-market purchase by the Company of its own shares,
- and a demand by a person as proxy for a member shall be the same as a demand by the member
- 69 Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution
- 70 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 71 A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 72 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the demand for the poll is made shall be entitled to a casting vote in addition to any other vote he may have
- 73 A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll (other than on the election of a chairman of the meeting or on a question of adjournment) shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 74 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken

VOTES OF MEMBERS

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

- 76 In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names of the holders stand in the Register in respect of the joint holding
- 77 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, and otherwise exercise all his rights as a member by his receiver or other person authorised in that behalf appointed by that court, and any such receiver or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote or act shall be deposited at the Office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, or, in the case of a poll, at least 48 hours before the time appointed for the taking of the poll and in default the right to vote shall not be exercisable
- 78 Unless the Board otherwise determines, no member shall attend or vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company or upon a poll, either in person or by proxy, in respect of any share held by him or exercise any other right or privilege conferred by membership in relation to any such meeting or poll unless all moneys presently payable by him in respect of that share have been paid
- 79 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or poll at which the vote objected to is tendered, and every vote not disallowed at the meeting or poll shall be valid. Any objection made in due time shall be referred to the chairman of the meeting whose decision shall be final and conclusive

PROXIES

- 80 All votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. A person appointed to act as a proxy need not be a member of the Company
- 81 The appointment of a proxy shall be in any common form or in any other form which the Board shall approve and may -
- 81 1 be in hard copy form executed by or on behalf of the appointor or, if the appointor is a corporation, under the hand of a duly authorised officer or attorney, or
- 81 2 where an address has been specified for such purpose as set out in the following Article, be in electronic form, subject to such terms and conditions, including as to execution, as the Board may from time to time prescribe
- 82 In respect of any general meeting the Board may, if it thinks fit, but subject to the Acts, at the Company's expense send instruments of proxy in hard copy form for use at the meeting and issue invitations in electronic form to appoint a proxy in relation to the meeting in such a form as may be approved by the Board. The appointment of a proxy shall be deemed (subject to any contrary intention contained in the appointment) to confer authority to demand or join in demanding a poll and to vote on any resolution or amendment of a resolution put to, or any other business which may properly come before, the meeting for which it is given as the proxy thinks fit. The appointment of a proxy shall, unless the contrary is stated therein, be valid as well for an adjournment of the meeting as for the meeting to which it relates. If a member appoints more than one person to act as his proxy the appointment of each such proxy shall specify the shares held by the member in respect of which each such proxy is authorised to vote and no member may appoint more than one proxy (save in the alternative) to vote in respect of any one share held by that member

- 83 The appointment of a proxy and (unless the Board otherwise decides) any authority under which it is executed or a copy of such authority certified notarially or in accordance with the Powers of Attorney Act 1971 or in some other way approved by the Board shall -
- 83 1 in the case of an instrument in hard copy form and any authority or copy thereof be deposited at the Office or at such other place in the United Kingdom as may be specified in or by way of note to the notice of meeting or any form of proxy or other document accompanying the same not less than 48 hours³ before the time appointed for holding the meeting or adjourned meeting or the taking of the poll at which the person named in the appointment proposes to vote,
- 83 2 in the case of an appointment contained in electronic form be received at the address (if any) specified for the purpose of receiving such appointments in electronic form
- 83 2 1 in or by way of note to the notice of meeting,
- 83 2 2 in any form of proxy sent by or on behalf of the Company in relation to the meeting,
- 83 2 3 in any invitation contained in electronic form to appoint a proxy issued by or on behalf of the Company in relation to the meeting, or
- 83 2 4 by means of a relevant system,
- not less than 48 hours⁴ before the time appointed for holding the meeting or adjourned meeting or the taking of the poll at which the person named in the appointment proposes to vote,
- 83 3 in either case, where a poll is taken more than 48 hours after it is demanded, be deposited or received as aforesaid not less than 24 hours before the time appointed for the taking of the poll, or
- 83 4 in the case only of an instrument in hard copy form or any authority or copy thereof, where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or to the Secretary or any Director,
- and an appointment which is not, or in respect of which the authority or copy thereof is not, deposited, received or delivered in a manner so permitted shall be invalid
- 84 Where two or more valid but differing appointments of proxies are deposited or received in respect of the same share for use at the same meeting or poll, the one which is last deposited or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other as regards that share, if the Company is unable to determine which was last deposited or received, none of them shall be treated as valid in respect of that share. No appointment of a proxy shall be valid after the expiration of twelve months from the date stated in it as the date of its execution
- 85 A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was deposited or received not less than two hours before the time for holding the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. Such notice of determination shall be by means of instrument deposited at the place, or contained in electronic form received at the address (if any), specified in accordance with these Articles for the deposit or receipt of appointments of a proxy at the meeting in question

³ Under s327(2) CA 2006 the earliest deadline that can be set for appointing proxies is 48 hours **excluding** non-working days however listed companies may want to use a later deadline (e.g. a straight 48 hours including non-working days as was required under the old Companies Act 1985 provisions) in order to encourage the receipt of as many proxies as possible

⁴ See note 2 to article 83 1

CORPORATIONS ACTING BY REPRESENTATIVES

- 86 Any corporation which is a member of the Company may by resolution of its directors or other governing body authorise any person(s) as it thinks fit to act as its representative(s) at any meeting of the Company or of any class of members of the Company. The person(s) so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat. Such representative(s) may be required to produce a copy of such resolution certified by a proper officer.
- 87 Where a corporation authorises more than one person, any one of them is entitled to exercise the same powers on behalf of the corporation as the corporation may exercise if it were an individual member of the Company and all of them may speak at the meeting, save that if more than one of them purports to exercise a power (other than a power to speak at the meeting) on behalf of the corporation then subject to the Companies Act 2006 (including, if applicable, section 152 of that Act)
- 87 1 if they purport to exercise the power in the same way, the power is treated as exercised in that way, but
- 87 2 if they do not purport to exercise the power in the same way, the power is treated as not exercised

CLASS MEETINGS

- 88 Unless otherwise provided by the terms of issue of any class of shares of the Company, all the provisions of these Articles relating to general meetings of the Company or to the proceedings at general meetings shall, mutatis mutandis, apply to every separate meeting of the holders of any class of shares of the Company, except that in the case of a meeting held in connection with the variation or abrogation of the rights attached to the shares of the class -
- 88 1 the necessary quorum shall be two persons at least holding or representing by proxy at least one-third in nominal amount of the issued shares of the class (excluding any shares of that class held as treasury shares) or, at any adjourned meeting of such holders, the holder or holders of shares of the class who are present in person or by proxy, whatever his or their holdings,
- 88 2 a poll may be demanded by any holder of shares of the class present in person or by proxy, and
- 89 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

NUMBER AND QUALIFICATION OF DIRECTORS

- 90 Unless and until otherwise determined by ordinary resolution of the Company, the Directors (other than alternate Directors) shall be not less than two in number but shall not be subject to any maximum
- 91 A Director shall not be required to hold any shares of the Company by way of qualification
- 92 There shall not be any age limit for Directors and sub-sections (1) to (6) of Section 293 of the Act shall not apply to the Company. No special notice need be given of any resolution for the appointment or reappointment or approving the appointment as a Director of a person who has attained the age of seventy, and it shall not be necessary to give the members notice of the age of any Director or person proposed to be appointed or re-appointed as such
- 93 If the number of Directors is reduced below the minimum number fixed in accordance with these Articles, the Directors for the time being may act for the purpose of filling up vacancies in their number or of calling a general meeting of the Company, but not for any other purpose

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 94 Each Director shall retire from office and shall be eligible for reappointment at the third annual general meeting after the general meeting at which he was appointed or last reappointed. If the Company, at the meeting at which a Director retires under this Article, does not fill the vacancy the retiring Director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
- 95 A Director retiring at a meeting who is not reappointed shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting or of any adjournment thereof.
- 96 No Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70 or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or reappointed notwithstanding that he has attained the age of 70 or any other age and no special notice need be given of any resolution for the appointment or reappointment as a Director of a person who shall have attained the age of 70 or any other age.
- 97 No person other than a Director retiring at the meeting shall be appointed or reappointed a Director at any general meeting unless -
- 97 1 he is recommended by the Board, or
- 97 2 not less than seven nor more than 21 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of his intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person confirming his willingness to be appointed or reappointed.
- 98 Subject to the provisions of these Articles, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.
- 99 The Board may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director. A Director so appointed shall hold office only until the next following annual general meeting when he shall retire from office and be eligible for reappointment. If not reappointed at such annual general meeting, he shall vacate office at its conclusion.

RESIGNATION, REMOVAL AND DISQUALIFICATION OF DIRECTORS

- 100 A Director (not being a chief executive, managing or executive Director) may resign his office by notice in writing submitted to the Board.
- 101 A chief executive, managing or executive Director may tender his resignation at a meeting of the Board, but only if the other Directors resolve to accept it shall such resignation be effective.
- 102 The Company may by special resolution remove any Director before the expiration of his period of office in addition to any power of removal conferred by the Acts. Such removal shall be without prejudice to any claim which such Director may have for damages for breach of any contract of service between him and the Company.
- 103 The office of a Director shall be vacated if -
- 103 1 he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- 103 2 he becomes incapable by reason of physical incapacity or mental disorder of discharging his duties as a Director and the Board resolves that his office be vacated, or

- 103 3 he is absent from meetings of the Board during a continuous period of six months without permission of the Board and his Alternate Director (if any) shall not during such period have attended in his stead, and the Board resolves that his office be vacated, or
- 103 4 he ceases to be a Director by virtue of any provision of the Acts, is removed from office or becomes prohibited by law from being a Director, or
- 103 5 he resigns his office by notice to the Company, or
- 103 6 he is removed from office by notice in writing signed by all the other Directors

ALTERNATE DIRECTORS

- 104 Any Director may appoint any other Director, or any other person approved by resolution of the Board and willing to act, to be an Alternate Director and may remove from office an Alternate Director so appointed by him
- 105 The appointment of an Alternate Director shall automatically determine in any of the following events -
 - 105 1 if his appointor terminates the appointment,
 - 105 2 on the happening of any event which, if he were a Director, would cause him to vacate the office of Director,
 - 105 3 if he resigns his appointment by notice to the Company,
 - 105 4 if his appointor ceases for any reason to be a Director otherwise than by retiring and being reappointed or deemed to be reappointed at the meeting at which he retires, or
 - 105 5 if he is not a Director and the Board revokes its approval of him by resolution
- 106 An Alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled at his appointor's request to receive notice of all meetings of the Board and of all meetings of committees of the Board of which his appointor is a member, to attend and vote and (save as provided in these Articles) be counted in the quorum at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence
- 107 An Alternate Director may be repaid by the Company such expenses as might properly have been repaid to him if he had been a Director and in respect of his office of Alternate Director may receive such remuneration from the Company as the Board may determine. An Alternate Director shall be entitled to be indemnified by the Company to the same extent as if he were a Director
- 108 An Alternate Director shall, during his appointment, be an officer of the Company and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him
- 109 Any appointment or removal of an Alternate Director shall be in writing signed by the Director making or revoking the appointment or in any other manner approved by the Board and shall take effect (subject to any approval required by these Articles) upon receipt of such written appointment or removal at the Office or by the Secretary or at an address specified by the Company for the purpose of communication by electronic means
- 109 1 A Director or any other person may act as Alternate Director to represent more than one Director and an Alternate Director shall be entitled at meetings of the Board or any committee of the Board to one vote for every Director whom he represents in addition to his own vote (if any) as a Director

POWERS OF DIRECTORS

- 110 Subject to the provisions of the Acts, the memorandum of association of the Company and these Articles and to any directions given by special resolution the business of the Company shall be managed by the Board, which may exercise all the powers of the Company. No alteration of the memorandum of association of the Company or of these Articles and no such direction shall invalidate any prior act of the Board which would have been valid if such alteration had not been made or that direction had not been given. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Board by any other Article. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the directors.
- 111 The Board may make such arrangements as the Board thinks fit for the management and transaction of the Company's affairs in the United Kingdom or elsewhere and may for that purpose appoint local boards, managers and agents and delegate to them any of the powers of the Board (other than the power to borrow and make calls) with power to sub-delegate.
- 112 The Board may from time to time by power of attorney appoint any company, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit. Any such power of attorney may contain such provisions as the Board may think fit for the protection or convenience of persons dealing with any such attorney and may authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
- 113 The Board may delegate any of their powers to any committee consisting of one or more Directors. They may also delegate to any managing Director or any Director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying. If any such committee determines to co-opt persons other than Directors on to such committee, the number of such co-opted persons shall be less than one half of the total number of members of the committee and no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting concerned are Directors. If the powers of the Board are delegated to a committee which consists wholly of directors no resolution of the committee shall be effective unless at least two directors are present at the meeting.

DELEGATION OF DIRECTORS' POWERS

- 114 The Board may delegate any of its powers, authorities and discretions (including, without prejudice to the generality of the foregoing, all powers, authorities and discretions whose exercise involves or may involve agreement of the terms of service or termination of employment or appointment of or the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) to any committee consisting of one or more Directors together with any other person or persons approved by the Board, with power to sub-delegate. Any such delegation may be made subject to any conditions the Board may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles regulating the proceedings of the Board so far as they are capable of applying. Insofar as any power, authority or discretion is delegated to a committee, any reference in these Articles to the exercise by the Board of such power, authority or discretion shall be read and construed as if it were a reference to the exercise of such power, authority or discretion by such committee. Every such committee shall have as a majority of its membership persons who are Directors and no resolution of any such committee shall be effective unless the majority of the persons present (in person or by their Alternate Directors) at the meeting at which it is passed are Directors.

BORROWING POWERS

- 114 1 Subject as hereinafter provided, the Board may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of its undertaking, property and assets (present and future) and uncalled capital and, subject to the Acts, to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party
- 114 2 The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiaries (if any) so as to ensure (as regards subsidiaries so far as by such exercise the Board can ensure) that without the previous sanction of an ordinary resolution of the Company the aggregate amount for the time being outstanding of all borrowings by the Company or any of its subsidiaries (excluding money owed by any of the Company or any of its subsidiaries to any other of the Company or any of its subsidiaries) shall not at any time exceed an amount equal to three times the adjusted capital and reserves. For the purpose of the above restriction the "adjusted capital and reserves" means the aggregate from time to time of -
- 114 2 1 the amount paid up on the issued share capital of the Company, and
- 114 2 2 the amount standing to the credit of the capital and revenue reserves of the Company (or, if the Company has subsidiaries, the consolidated capital and revenue reserves of the Company and its subsidiaries) including any share premium account, capital redemption reserve, revaluation reserve and credit balance on profit and loss account,
- all as shown in the latest audited balance sheet of the Company or (as the case may be) the latest audited consolidated balance sheet of the Company and its subsidiaries but adjusted as may be necessary to take account of -
- 114 2 3 any variation in the paid up share capital or the share premium account or capital redemption reserve or revaluation reserve since the date of such balance sheet and so that for the purpose of making such adjustments, if any issue or proposed issue of shares by the Company for cash has been underwritten, then such share shall be deemed to have been issued and the amount (including any premium) of the subscription moneys payable in respect thereof (not being moneys payable later than six months after the date of allotment) shall, to the extent so underwritten, be deemed to have been paid up on the date when the issue of such shares was underwritten (or, if such underwriting was conditional, on the date when it became unconditional),
- 114 2 4 any distribution from such reserves (otherwise than to the Company or to a subsidiary) not provided for therein,
- 114 2 5 the exclusion of any sums set aside for taxation,
- 114 2 6 the deduction of any debit balance on profit and loss account as shown in such balance sheet,
- 114 2 7 any company which has become or ceased to be a subsidiary since the date of such balance sheet and any variation in the interests of the Company in its subsidiaries since the date of such balance sheet,
- 114 2 8 where the calculation is required for the purposes of or in connection with a transaction under or in connection with any company which is to become or cease to be a subsidiary, such adjustments as would be appropriate if such transaction had been carried into effect, and
- 114 2 9 the deduction of any amount for goodwill or any other intangible asset (not being goodwill arising on consolidation) incorporated as an asset in such balance sheet

- 114 3 For the purpose of this Article 114 "borrowings" shall be deemed to include not only borrowings but also the following except in so far as otherwise taken into account -
- 114 3 1 the nominal amount of any issued share capital and the principal amount of any debentures or borrowed money together with any fixed or minimum premium payable on redemption, the beneficial interest in which is not for the time being owned by the Company or any of its subsidiaries, of a body whether corporate or unincorporated and the redemption or repayment of which is the subject of a guarantee or indemnity by the Company or any of its subsidiaries,
 - 114 3 2 the outstanding amount raised by acceptances by any bank or accepting house under any acceptance credit opened on behalf of and in favour of the Company or any of its subsidiaries,
 - 114 3 3 the principal amount (including any premium payable on final repayment) of any debenture (whether secured or unsecured) of the Company or any of its subsidiaries owned otherwise than by the Company or any of its subsidiaries,
 - 114 3 4 the principal amount of any preference share capital of any subsidiary owned otherwise than by the Company or any of its subsidiaries,
- but shall be deemed not to include -
- 114 3 5 borrowings incurred by the Company or any of its subsidiaries for the purpose of repaying the whole or any part of any borrowings by the Company or any of its subsidiaries for the time being outstanding within six months of being so borrowed, pending their application for that purpose within that period, and
 - 114 3 6 borrowings incurred by the Company or any of its subsidiaries for the purpose of financing any contract in respect of which any part of the price receivable by the Company or any of its subsidiaries is guaranteed or insured by the Export Credits Guarantee Department of the Department of Trade and Industry or by any other governmental department fulfilling a similar function, up to an amount not exceeding that part of the price receivable under the contract which is so guaranteed or insured
- 114 4 When the aggregate amount of borrowings required to be taken into account for the purposes of these Articles on any particular day is being ascertained, any money denominated or repayable (or repayable at the option of any person other than the Company) in a currency other than sterling shall be converted for the purpose of calculating the sterling equivalent at the rate of exchange prevailing on that day in London or, if it would result in a lower sterling equivalent, at the rate of exchange prevailing in London six months before such day (and so that for this purpose the rate of exchange shall be taken as the middle market rate as at the close of business on the day in question or, if that is not a business day, on the last business day before the date in question)
- 114 5 Subject to the provisions of the Acts, the Company may from time to time change the accounting conventions on which the audited balance sheet or audited consolidated balance sheet is prepared
- 114 6 A certificate or report by the Auditors as to the amount of the adjusted capital and reserves or the amount of any borrowings or to the effect that the limit imposed by these Articles has not been or will not be exceeded at any particular time or times shall be conclusive evidence of the amount or of that fact For the purposes of their computation, the auditors may, at their discretion, make such further or other adjustments (if any) as they think fit Nevertheless for the purposes of these Articles the Board may act in reliance on a bona fide estimate of the amount of the adjusted capital and reserves at any time and if in consequence such limit is inadvertently exceeded an amount of moneys borrowed equal to the excess may be disregarded until the expiration of sixty days after the day on which (by reason of a determination of the auditors or otherwise) the Board becomes aware that such a situation has or may have arisen

- 114 7 Notwithstanding the foregoing no lender or other person dealing with the Company shall be concerned to see or inquire whether the limit imposed by this Article 114 is observed and no borrowing incurred or security given in excess of such limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the borrowing was incurred or security given that the limit had been or was thereby exceeded

EXECUTIVE DIRECTORS

- 115 Subject to the provisions of the Acts, the Board may -
- 115 1 appoint one or more of its body to the office of managing director or chief executive or to any other executive office (except that of auditor) of the Company and may enter into an agreement or arrangement with any Director for his employment by the Company or any Subsidiary Undertaking or for the provision by him of any services outside the scope of the ordinary duties of a Director. Any such appointment, agreement or arrangement may be made upon such terms as the Board determines and it may remunerate any such Director for his services as it thinks fit, and
- 115 2 permit any person appointed to be a Director to continue in any other office or employment held by him with the Company or any Subsidiary Undertaking before he was so appointed
- 116 Any appointment of a Director to the office of managing director or chief executive shall terminate if he ceases to be a Director but without prejudice to any claim for damages for breach of contract of service between the Director and the Company and he shall not (unless any agreement between him and the Company shall otherwise provide) cease to hold his office as Director by reason only of his ceasing to be managing director or chief executive
- 117 Save as provided in the foregoing Article, an Executive Director shall not (unless any agreement between him and the Company shall otherwise provide) cease to hold his office or employment with the Company by reason only of his ceasing to be a Director nor cease to be a Director if he ceases from any cause to hold the office or employment by virtue of which he is termed an Executive Director
- 118 The emoluments and benefits of any Executive Director for his services as such shall be determined by the Board and may be of any description, and (without limiting the generality of the foregoing) may include membership of any scheme or fund instituted or established or financed or contributed to by the Company for the provision of pensions, life assurance or other benefits for employees or their dependants or, apart from membership of any such scheme or fund, the payment of a pension or other benefits to him or his dependants on or after retirement or death
- 119 The Board may delegate or entrust to and confer upon any Executive Director any of the powers, authorities and discretions exercisable by it (with power to sub-delegate) upon such terms and conditions and with such restrictions as it thinks fit and either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw or vary all or any part of such powers

ASSOCIATE DIRECTORS

- 120 The Board may at any time and from time to time appoint any person to be an associate director having such title, including the word "director", as the Board may decide and may at any time remove any person so appointed. A person so appointed shall not be a Director of the Company and shall not be a member of the Board. Subject as aforesaid, the Board may define and limit the powers and duties of any associate director and may determine his remuneration which may be in addition to any other remuneration receivable by him from the Company or any Subsidiary Undertaking

REMUNERATION OF DIRECTORS

- 121 The ordinary remuneration of the Directors (other than any Executive Directors appointed under these Articles) shall be such amount as the Directors shall from time to time determine provided that, unless otherwise approved by the Company in general meeting, the aggregate of the ordinary remuneration of such Directors shall not exceed £30,000 per year. The ordinary remuneration

shall be divided among such Directors in such manner as the Directors may determine. A Director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration.

- 122 Any Director who serves on any committee of the Board or, by request of the Board, performs special services or goes or resides abroad for any purposes of the Company may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.

DIRECTORS' EXPENSES

- 123 The Directors may be paid all travelling, hotel and other expenses as they may incur in connection with their attendance at meetings of the Board or of committees of the Board or general meetings or separate meetings of the holders of any class of shares or debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' GRATUITIES AND PENSIONS

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

DIRECTORS' INTERESTS

- 125 This Article shall only apply until the commencement in force of Section 175 of the Act. A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement with the Company shall, at a meeting of the Board, declare in accordance with the Acts the nature of his interest. For the purposes of this Article and Articles 127 and 133 -
- 125 1 a general notice given to the Board that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified,
- 125 2 an interest of which a Director has no knowledge shall not be treated as an interest of his, and
- 125 3 an interest of a person who is connected with a Director shall be treated as an interest of the Director.
- 126 This Article shall only apply on and from the commencement in force of Section 175 of the Act. Subject to the provisions of the Acts, and provided that he has disclosed to the Directors the nature and extent of any interest of his, a Director or alternate Director may be party to or in any way interested in any contract or arrangement or transaction to which the Company is a party or in which the Company is in any way interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any other company in which the Company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the Company or any such other company and be remunerated therefore and in any such case as aforesaid (save as otherwise agreed by him) he may retain for his own absolute use and benefit all profits and advantages accruing to him there under or in consequence thereof.
- 127 This Article shall only apply until the commencement in force of Section 175 of the Act. Subject to the provisions of the Acts, and provided that he has disclosed to the Board the nature and extent of any interest of his in accordance with Article 125, a Director notwithstanding his office -
- 127 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested,

- 127 2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested, and
- 127 3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit
- 128 This Article shall only apply on and from the commencement in force of Section 175 the Act If a situation (a "**Relevant Situation**") arises in which a Director has or can have, a director or indirect interest that conflicts or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it, but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the following provision shall apply if the conflict of interest does not arise in relation to a transaction or arrangement with the Company
- 128 1 If a Relevant Situation arises from the appointment or proposed appointment of a person as a Director of the Company, the Directors (other than the Director, and any other Director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the appointment of the Director and the Relevant Situation on such terms as they may determine,
- 128 2 If the Relevant Situation arises in circumstances other than in article 122 1 above, the Directors (other than the Director, and any other Director with a similar interest, who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the Relevant Situation and the continuing performance by the Director of his duties on such terms as they may determine
- 129 Any reference in Article 122 above to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- 130 Any terms determined by Directors under Article 122 1 or 122 2 above may be imposed at the time of authorisation or may be imposed or varied subsequently and may include (without limitation)
- 130 1 whether the interested Director(s) may vote (or be counted in the quorum at a meeting) in relation to any resolution relating to the Relevant Situation,
- 130 2 the exclusion of the interested Director(s) from all information and discussion by the Company of the Relevant Situation, and
- 130 3 (without prejudice to the general obligations of confidentiality) the application to the interested Director(s) of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the Relevant Situation
- 130 4 An interested Director must act in accordance with any terms determined by the Directors under Articles 122 1 or 122 2 above
- 130 5 Except as specified in Article 122 above, any proposal made to the Directors and any authorisation by the Directors in relation to a Relevant Situation shall be dealt with in the same way as any other matter may be proposed to and resolved upon by the Directors in accordance with provisions of these Articles
- 130 6 Any authorisation of a Relevant Situation given by the Directors under Article 122 above may provide that, where the interested Director obtains (other than through his position as a Director of the Company) information that is confidential to a third party, he will be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence

- 130 7 A Director shall not, by reason of his holding an office as a Director (or of the fiduciary relationship established by holding that office), be liable to account to the Company for any remuneration, profit or other benefit resulting from
- 130 7 1 any Relevant Situation authorised under Article 122 or permitted under Article 121, or
- 130 7 2 any interest permitted under Article 121,
- and no contract shall be liable to be avoided on the grounds of a Director having any type of interest authorised under Article 118 or permitted under Article 121
- 131 This Article shall only apply on and from the commencement in force of Section 175 of the Companies Act 2006 A Director shall declare the nature and extent of his interest in a Relevant Situation within Article 122 1 or 122 2 above to the other Directors
- 131 1 If a Director is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company, he must declare the nature and extent of that interest to the other Directors
- 131 2 Where a Director is in any way, directly or indirectly, interested in a transaction or arrangement that has been entered into by the Company, he must declare the nature and extent of his interest to the other Directors, unless the interest has been declared under Article 123 1, above
- 131 3 The declaration of interest must (in the case of Article 123 2) and may, but need not, (in the case of Article 123 or 123 1) be made -
- 131 3 1 at a meeting of the Directors, or
- 131 3 2 by notice to the Directors in accordance with -
- (a) section 184 of the Act (notice in writing), or
- (b) section 185 of the Act (general notice)
- 131 4 If a declaration of interest proves to be, or becomes, inaccurate or incomplete, a further declaration must be made
- 131 5 Any declaration of interest required by Article 123 must be made as soon as is reasonably practicable Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest
- 131 6 Any declaration of interest required by Article 123 1 must be made before the Company enters into the transaction or arrangement
- 131 7 Any declaration of interest required by Article 123 2 must be made as soon as is reasonably practicable
- 131 8 A declaration in relation to an interest of which the Director is not aware, or where the Director is not aware of the transaction or arrangement in question, is not required
- 131 9 For this purpose, a Director is treated as being aware of matters of which he ought reasonably to be aware
- 131 10 A Director need not declare an interest -
- 131 10 1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
- 131 10 2 if, or to the extent that, the other Directors are already aware of it (and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware), or

131 10 3 if, or to the extent that, it concerns terms of his service contract that have been or are to be considered,

(c) by a meeting of the Directors, or

(d) by a committee of the Directors appointed for the purpose under the Articles

- 132 Any Director may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director
- 133 Save as otherwise provided in these Articles, a Director shall not vote at a meeting of the Board or of a committee of the Board on any resolution concerning a matter in which he has, directly or indirectly, an interest which is material (otherwise than by virtue of his interest in shares, debentures or other securities of, or otherwise in or through, the Company) unless his interest or duty arises only because the case falls within one or more of the following paragraphs -
- 133 1 the resolution relates to the giving to him or a person connected with him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him or such a person at the request of or for the benefit of, the Company or any Subsidiary Undertaking,
- 133 2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of a debt or obligation of the Company or any Subsidiary Undertaking for which the Director or a person connected with him has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security,
- 133 3 his interest arises by virtue of him or a person connected with him subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any Subsidiary Undertaking or by virtue of him or a person connected with him being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any Subsidiary Undertaking for subscription, purchase or exchange,
- 133 4 the resolution relates in any way to any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he and any persons connected with him do not to his knowledge hold an interest in shares (as that term is used in sections 198 to 211 of the Act) representing one per cent or more of any class of the equity share capital of such company or of the voting rights available to members of such company,
- 133 5 the resolution relates in any way to an arrangement in whole or in part for the benefit of the employees of the Company or any Subsidiary Undertakings which does not award him as such any privilege or advantage not generally awarded to the employees to whom such arrangement relates,
- 133 6 the resolution relates in any way to the purchase or maintenance for the Directors of insurance against any liability which by virtue of any rule of law would otherwise attach to all or any of them in respect of any negligence, default, breach of duty or breach of trust in relation to the Company or any Subsidiary Undertaking
- 134 A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote
- 135 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or a body corporate in which the Company is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment
- 136 If a question arises at a meeting of the Board or of a committee of the Board as to the right of a Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting,

the question may (unless the Director concerned is the chairman of the meeting in which case he shall withdraw from the meeting and the Board shall elect a vice chairman to consider the question in place of the chairman), before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned has not been fairly disclosed and provided that any such question shall, for the purposes of disclosure of the interest in the accounts of the Company, be finally and conclusively decided by a majority of the Board (other than the Director concerned)

- 137 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a Director from voting at a meeting of the Board or of a committee of the Board or ratify any transaction not duly authorised by reason of a contravention of such Articles

PROCEEDINGS OF THE BOARD

- 138 Subject to the provisions of these Articles, the Board may regulate its proceedings as it thinks fit. A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board. Notice of a board meeting may be given to a director personally or by word of mouth or sent by instrument to him at such address as he may from time to time specify for this purpose (or if he does not specify an address, at his last known address) or sent in electronic form to such address (if any) as may for the time being be notified by him or on his behalf to the Company for that purpose. A Director absent or intending to be absent from the United Kingdom may request the Board that notices of board meetings shall during his absence be given by instrument or in electronic form to him (or to his alternate) at an address given by him to the Company for this purpose, but if no such request is made it shall not be necessary to give notice of a board meeting to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either prospectively or retrospectively.
- 139 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 140 The quorum for the transaction of the business of the Board may be fixed by the Board and unless so fixed at any other number shall be two. A person who holds office as an Alternate Director shall, if his appointor is not present, be counted in the quorum provided that a Director or Alternate Director who attends a meeting of the Board shall for the purposes of a quorum be counted as one person notwithstanding that he also attends such meeting as an Alternate Director or that he attends as an Alternate Director appointed by more than one Director.
- 141 Any Director or other person may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any person participating in the meeting in this manner shall be deemed to be present in person at that meeting. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, at the place where the chairman of the meeting is at the time the meeting is held.
- 142 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in the Board but, if the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies in the Board or of calling a general meeting.
- 143 The Board may appoint one of its number to be the chairman of the Board and one or more deputy chairmen and may at any time remove them from office. Unless he is unwilling to do so, the chairman of the Board shall preside at every meeting of the Board at which he is present. But if there is no chairman of the Board or deputy chairman holding office, or if at any meeting neither the chairman of the Board nor a deputy chairman is present and willing to preside within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
- 144 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board (not being less than the number required to form a quorum of the Board) or all members of a

committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of the Board duly convened and held and may consist of several documents in hard copy form and/or sent by electronic means in the like form each signed by one or more Directors, but a resolution signed by an Alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an Alternate Director, it need not be signed by the Alternate Director in that capacity

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

ELECTRONIC COMMUNICATION

- 146 Where the Acts permit the Company to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Company complies with the requirements of the Acts. Subject to any requirements of the Acts only such documents and notices as are specified by the Company may be sent in electronic form to the address specified by the Company for that purpose and such documents or notices are sufficiently authenticated if the identity of the sender is confirmed in the way the Company has specified

SECRETARY

- 147 Subject to the Acts, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any secretary appointed by the Board may be removed by it
- 148 Anything by the Acts or these Articles required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there is no assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the directors. Any provision of the Acts or these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the secretary

MINUTES

- 149 The Board shall cause minutes to be made in books kept for the purpose of -
- 149 1 all appointments of officers made by the Board,
- 149 2 the names of the Directors present at each meeting of the Board and of any committee of the Board,
- 149 3 all resolutions and proceedings at all meetings of the Company or the holders of any class of shares in the Company and of the Board and of committees of the Board
- 150 Any such minutes, if purporting to be signed by the chairman of the meeting to which they relate or by the chairman of the meeting at which they are read, shall be sufficient evidence without any proof of the facts therein stated

THE SEAL

- 151 The Board shall provide for the safe custody of the seal. The seal shall only be used by the authority of the Board or of a committee of the Board authorised in that behalf by the Board. The Board shall from time to time determine the persons and the number of such persons who may sign any instrument to which the seal is affixed and unless otherwise so determined every such instrument 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 Board for the purposes provided that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which the seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for shares or debentures or representing any other form of security by some mechanical means to be specified in such resolution or that such certificates need not be signed by any person.
- 152 All forms of certificates for shares or debentures or representing any other form of security (other than letters of allotment or scrip certificates) shall be issued under the seal but the Board may by resolution determine either generally or in any particular case that any signatures may be affixed to such certificates by some mechanical means or that such certificates need not bear any signature.
- 153 The Company may have -
- 153 1 an official seal kept by virtue of Section 40 of the Act, and
- 153 2 an official seal for use abroad under the provisions of the Acts, where and as the Board shall determine,
- and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and using such official seal and may impose such restrictions on the use thereof as it may think
- 154 Subject to the Acts and to any regulations made thereunder, a document signed by a director and the secretary or by two Directors of the Company and expressed (in whatever form or words) to be executed by the Company shall have the same effect as if it were under seal and a document so executed which -
- 154 1 is intended by the person or persons making it to be a deed and so executed,
- 154 2 makes the fact clear upon its face (in whatever form of words) has effect, upon delivery, as a deed

ACCOUNTING RECORDS, BOOKS AND REGISTERS

- 155 The Directors shall cause proper accounting records to be kept and such other books and registers as are necessary to comply with the provisions of the Acts
- 156 The accounting records shall be kept at the office or (subject to the provisions of the Acts) at such other place in Great Britain as the Board thinks fit, and shall always be open to inspection by the Directors of the Company. No member of the Company (other than a Director) shall have any right of inspecting any accounting record or book or document except as conferred by law or authorised by the Board or the Company by ordinary resolution
- 157 The Board shall in accordance with the Acts cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Acts. The Board shall in its report state the amount (if any) which it recommends to be paid by way of dividend
- 158 A printed copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting and of the Directors' and auditors' reports shall, at least twenty one days before the general meeting before which they are to be laid, be delivered or sent by post to the registered address of every member and every debenture holder of the Company or, in the case of joint holders of any share or debenture, to one of the joint holders and to the auditors for the time being of the Company. If all or any of the shares

in or debentures of the Company are for the time being listed on the London Stock Exchange or dealt in on the Unlisted Securities Market, there shall at the same time be forwarded to The London Stock Exchange such number of copies of each of these documents as may be required by the regulations for the time being of the London Stock Exchange. This Article shall not require a copy of these documents to be sent to any person to whom copies need not be sent under the Acts. The requirements of this Article shall be deemed satisfied in relation to members by sending to each member instead of the documents referred to above, where permitted by the Acts, a summary financial statement derived from the Company's annual accounts and the directors' report and prepared in the form and containing the information prescribed by the Statutes and any regulations made thereunder.

AUDIT

- 159 Auditors of the Company shall be appointed and their duties, powers and rights regulated in accordance with the Acts.
- 160 The Auditors' report to the members made pursuant to the statutory provisions as to audit shall be read before the Company in general meeting and shall be open to inspection by any member, and in accordance with the Acts every member shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed thereto) and Auditors' report.

AUTHENTICATION OF DOCUMENTS

- 161 Any Director or the secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts, and where any books, records, documents or accounts are elsewhere than at the office the officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid.
- 162 A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Board or of any committee which is certified as such in accordance with Article 155 shall be conclusive evidence in favour of all persons dealing with
- 163 the Company on the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of proceedings at a duly constituted meeting.

RECORD DATES

- 164 Notwithstanding any other provision of these Articles the Board may fix a date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time within six months before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made.

DIVIDENDS

- 165 Subject to the Acts, the Company may by ordinary resolution declare that out of profits available for distribution there be paid dividends to members in accordance with their respective rights and priorities, but no dividend shall exceed the amount recommended by the Board.
- 166 Except as otherwise provided by the rights (if any) attached to shares with preferential or other special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but not amount paid on a share in advance of the date upon which a call is payable shall be treated for the purposes of this Article or the next following Article as paid up on the share.
- 167 All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Ordinary Shares during any portion or portions of the period in respect of which the dividend

is paid, but, if any Ordinary Share is issued on terms providing that it shall rank for dividend as from a particular date or be entitled to dividends declared after a particular date, such Ordinary Share shall rank (subject to the provisions of the Act) for or be entitled to dividend accordingly

- 168 Any general meeting declaring a dividend may, upon the recommendation of the Board, by ordinary resolution direct payment or satisfaction of such dividend wholly or partly by the distribution of specific assets and, in particular, of fully paid up shares or debentures of any other company. The Board shall give effect to such direction so far as they are able. Where any difficulty arises in regard to such distribution, the Board may settle it as it thinks expedient, and in particular but without limitation may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of those entitled to participate in the dividend, and may vest any such specific assets in trustees, upon trust for the persons entitled to the dividend, as may seem expedient to the Board and generally may make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates, or any part thereof, and otherwise as they think fit.
- 169 Subject to the provisions of the Acts and of these Articles the Board may, from time to time, pay to the members such interim dividends as appear to the Board to be justified by the distributable profits of the Company and the position of the Company. The Board may also pay the fixed dividend payable on any shares of the Company with preferential rights half-yearly or otherwise on fixed dates whenever such profits in the opinion of the Board justify that course. In particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes the Board may pay interim dividends on shares in the capital of the Company which confer deferred or non-preferential rights as well as in respect of shares which confer preferential rights with regard to dividend but no interim dividend shall be paid on shares carrying deferred or non-preferential rights if, at the time of payment, any preferential dividend is in arrear. Provided the Board acts in good faith the Board shall not incur any liability to the holders of shares conferring any preferential rights for any loss that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights.
- 170 The Board may deduct from any dividend payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares in the Company and may apply the monies so deducted in satisfaction of such amounts payable by such member to the Company.
- 171 All dividends and interest shall be paid (subject to any lien of the Company) to those members whose names shall be on the register at the date at which such dividend shall be declared or at the date at which such interest shall be payable respectively, or at such other date as the Company by ordinary resolution or the Board may determine, notwithstanding any subsequent transfer or transmission of shares.
- 172 The Board may pay the dividends or interest payable on shares in respect of which any person is by transmission entitled to be registered as holder to such person upon production of such certificate and evidence as would be required if such person desired to be registered as a member in respect of such shares.
- 173 No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise expressly provided by the rights attached to the share. All dividends unclaimed for a period of twelve years after having been declared shall be forfeited and shall revert to the Company absolutely.
- 174 Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the person entitled thereto, and in case of joint holders to any one of such joint holders, or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and shall be sent at the risk of the member or other person entitled thereto, and payment of the cheque or warrant shall be a good discharge to the Company. Where an authority in that behalf shall have been received by the Company in such form as the Company shall consider sufficient the Company may pay the amount distributable to such member or person

to his bankers or other agents and payment in accordance with such authority shall constitute a good discharge therefor and the Company shall have no responsibility for any sums lost or delayed in the course of any transfer or when it has acted on any relevant directions

- 175 If several persons are entered in the register as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share
- 176 The Board may, if authorised by an ordinary resolution of the Company, offer the members or any class of them (other than those not entitled to the relevant dividend or dividends) the right to elect to receive additional ordinary shares, credited as fully paid, in lieu of cash in respect of any dividend or any part of any dividend specified by the ordinary resolution. The following provisions shall apply -
- 177 An ordinary resolution may specify a particular dividend or dividends, or may specify all or any dividends declared within a specified period, but such period may not end later than the conclusion of the Annual General Meeting next following the date of the meeting at which the ordinary resolution is passed
- 178 The entitlement of each member to new ordinary shares shall be such that the relevant value of each new ordinary share shall be as nearly as possible equal to (but not greater than) the cash amount that the shareholder would have received by way of dividend. For this purpose "relevant value" shall be calculated by reference to the average of the middle market quotations for the Company's ordinary shares on The London Stock Exchange as derived from the Daily Official List (or any successor list), on the day on which the ordinary shares are first quoted "ex" the relevant dividend and the four subsequent dealing days, or in such other manner as may be determined by or in accordance with the ordinary resolution, but shall never be less than the par value of the new ordinary share. A certificate or report by the auditors as to the amount of the relevant value in respect of any dividend shall be conclusive evidence of that amount
- 179 The Board, after determining the basis of allotment, may notify the relevant shareholders in writing of the right of election offered to them and shall send with or following such notification forms of election and specify the procedure to be followed and place at which, and the latest time by which, duly completed forms of election must be lodged in order to be effective. The basis of allotment shall be such that no shareholder may receive a fraction of a share
- 180 The Board may exclude from any offer any holders of ordinary shares where the Board believe that the making of the offer of them would or might involve the contravention of the laws of any territory or that for any other reason the offer should not be made to them
- 181 The dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be payable on shares in respect of which an election has been duly made ("the elected shares") and instead additional ordinary shares shall be allotted to the holders of the elected shares on the basis of allotment calculated as aforesaid. For such purpose the Board shall capitalise, out of any amount for the time being standing to the credit of any reserve or fund (including share premium account, any capital redemption reserve and the profit and loss account) or otherwise available for distribution as the Board may determine, a sum equal to the aggregate nominal amount of the additional ordinary shares to be allotted on such basis and apply the same in paying up in full the appropriate number of unissued ordinary shares for
- 181 1 allotment and distribution to and amongst the holders of the elected shares on that basis
- 181 2 The additional ordinary shares when allotted shall rank *pari passu* in all respects with fully-paid ordinary shares then in issue except that they will not be entitled to participate in the relevant dividend (including the share election in lieu of dividend)
- 181 3 In relation to any particular proposed dividend the directors may in their absolute discretion withdraw the offer previously made to ordinary shareholders to elect to receive additional ordinary shares in lieu of cash dividend (or part thereof) at any time prior to the allotment of the additional ordinary shares

RESERVES

- 182 The Board may, before recommending any dividend (whether preferential or otherwise), set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied. Pending such application such reserves may, also at such discretion, either be employed in the business of the Company or be invested in such investments as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also, without placing the same to reserve, carry forward any profits which it may think prudent not to distribute.

CAPITALISATION OF PROFITS

- 183 The Company may, upon the recommendation of the Board, by ordinary resolution resolve that it is desirable to capitalise all or any part of the profits of the Company to which this Article applies and accordingly that the Board be authorised and directed to appropriate the profits so resolved to be capitalised to the members on the record date specified in the relevant resolution or determined as therein provided who would have been entitled thereto if distributed by way of dividend and in the same proportions.
- 184 Subject to any direction given by the Company, the Board shall appropriate the profits resolved to be capitalised by any such resolution, and apply such profits on behalf of the members entitled thereto either -
- 184 1 in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or
- 184 2 in paying up in full unissued shares, debentures or obligations of the Company, of a nominal amount equal to such profits, for allotment and distribution, credited as fully paid, to and amongst such members in the proportions referred to above,
- 184 3 or partly in one way and partly in the other, provided that no unrealised profit shall be applied in paying up amounts unpaid on any issued shares and the only purpose to which sums standing to capital redemption reserve or share premium account shall be applied pursuant to this Article shall be the payment up in full of unissued shares to be allotted and distributed to members credited as fully paid.
- 185 The Board shall have power after the passing of any such resolution -
- 185 1 to make such provision (by the issue of fractional certificates or by payment in cash or otherwise) as it thinks fit for the case of shares, debentures or obligations becoming distributable in fractions such power to include the right for the Company to retain small amounts the cost of distribution of which would be disproportionate to the amounts involved,
- 185 2 to authorise any person, on behalf of all the members entitled thereto, to enter into an agreement with the Company providing (as the case may require) either for the payment up by the Company on behalf of such members (by the application thereto of their respective proportions of the profits resolved to be capitalised) of the amounts, or any part of the amounts, remaining unpaid on their existing shares, or for the allotment to such members respectively, credited as fully paid, of any further shares, debentures or obligations to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.
- 186 The Company in general meeting may resolve that any shares allotted pursuant to this Article to holders of any partly paid ordinary shares shall, so long as such ordinary shares remain partly paid, rank for dividends only to the extent that such partly paid shares rank for dividends.
- 187 The profits of the Company to which this Article applies shall be any profits of the Company not required for paying the fixed dividends on any preference shares or other shares issued on special conditions and shall also be deemed to include -

- 187 1 any profits arising from appreciation in capital assets (whether realised by sale or ascertained by valuation), and
- 187 2 any amounts for the time being standing to any reserve or reserves or to the capital redemption reserve or to share premium or other special account

NOTICES

- 188 Any notice or document may be given or served by the Company on any member either personally or by sending it by post in a prepaid letter addressed to such member at his address as appearing in the register or by facsimile transmission to any facsimile number notified by such member to the Company. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders
- 189 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Any notice given by facsimile transmission shall be deemed to have been served in the absence of an indication of failure of transmission when transmitted. A notice shall be deemed to be given at the expiration of twenty-four hours after the envelope containing it was posted
- 190 Any member whose address in the register is not within the United Kingdom, who gives to the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, otherwise, no member other than a member whose address in the register is within the United Kingdom shall be entitled to receive any notice from the Company
- 191 Every person who by operation of law, transfer or other means whatsoever becomes entitled to a share shall be bound by any notice in respect of such share which, before his name is entered in the register of members, has been duly given to the person from whom he derives his title provided that such person shall not be bound by any notice given by the Company under Section 212 of the Act
- 192 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting or a meeting of the holders of any class of shares by notices sent through the post a general meeting may be convened by a notice advertised on the same date in at least two national daily newspapers with appropriate circulations (at least one of which shall be published in London) and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least forty-eight hours prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable
- 193 Any member present, either personally or by proxy, at any general meeting of the Company or of the holders of any class of shares in the Company shall for all purposes be deemed to have received due notice of such meeting, and, where requisite, of the purposes for which such meeting was called
- 194 Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member is then dead, bankrupt, of unsound mind or (being a corporation) in liquidation, and whether or not the Company has notice of the death, bankruptcy, insanity or liquidation of such member, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder unless his name has at the time of the service of the notice or document been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share

UNTRACED MEMBERS

- 195 The Company shall be entitled to sell at the best price reasonably obtainable the shares or stock of a member or the shares or stock to which a person is entitled by transmission on death or bankruptcy if and provided that -
- 195 1 during a period of twelve years all dividends, warrants and cheques in respect of the shares in question sent in the manner authorised by these Articles have remained uncashed and during such period at least three dividends in respect of the shares in question have been paid by the Company,
- 195 2 on or after expiry of the period of twelve years mentioned in Article 184 1 the Company shall have inserted advertisements in one national daily newspaper and one newspaper circulating in the area in which the registered or last known address of the member is located giving notice of its intention to sell the said shares,
- 195 3 the said advertisements, if not published on the same day, shall be published within thirty days of each other,
- 195 4 during the period of twelve years mentioned in Article 184 1 and a further period of three months following the date of publication of the advertisements mentioned in Article 184 1 (or, if published on different dates, the later or latest thereof) and prior to the exercise of the power of sale the Company shall not have received any communication that would enable the Company to trace such member or person by transmission, and
- 195 5 the Company shall have given notice to the Quotations Department of the London Stock Exchange in accordance with its requirements of its intention to make such sale
- 196 To give effect to any such sale the Company may appoint any person to execute as transferor an instrument of transfer of the said shares or stock Such instrument of transfer shall be as effective as if it had been executed by the holder of or person entitled by transmission to any such shares or stock The title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto
- 197 The net proceeds of sale shall belong to the Company which shall -
- 197 1 be obliged to account to the former member or other person previously entitled as aforesaid for an amount equal to such proceeds, and
- 197 2 (until the Company has so accounted) enter the name of such former member or other person in the books of the Company as a creditor for such amount
- 198 No trust shall be created in respect of the debt, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the net proceeds, which may be employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company if any) as the Board may think fit If during the period of twelve years referred to in this Article 198 or during any period ending on the date when all the requirements of Articles 183 to 185 have been satisfied any additional shares or stock have been issued in right of those held at the beginning of, or previously similarly issued during, those periods and all the requirements of Articles 183 to 185 to have been satisfied in regard to such additional shares, the Company shall also be entitled to sell the additional shares
- 199 A person entitled to any share or stock in consequence of the death, mental disorder or bankruptcy of a member, on supplying to the Company such evidence as the Board may reasonably require to show his title to that share and an address within the United Kingdom for the service of notices, shall be entitled to have served on or delivered to him at such address any notice or document to which the member but for his death, mental disorder or bankruptcy would have been entitled, and such service or delivery shall be deemed a sufficient service or delivery of such notice or document for all purposes on all persons interested (whether jointly with or as claiming through or under him) in the share Save as aforesaid any notice or document delivered or sent by post to or left at the last registered address of any member pursuant to these Articles shall (notwithstanding that such member be then dead or bankrupt or in liquidation or that a receiver has been appointed for him under the Mental Health Act 1983 or the Mental Health (Scotland) Act 1984) be deemed to have

been duly served or delivered in respect of any share registered in the name of such member as sole or first named joint holder

DESTRUCTION OF DOCUMENTS

- 200 The Company shall be entitled to destroy all instruments of transfer of shares of the Company which shall have been registered and all letters of request, renounced allotment letters, renounceable share certificates, forms of acceptance and transfer and applications for allotment in respect of which an entry in the register shall have been made at any time after the expiration of six years from the date of registration thereof or on which an entry in respect thereof shall have been made (as the case may be) and all registered certificates for shares of the Company (being certificates for shares in the name of a transferor and in respect whereof the Company has registered a transfer) and all mandates and other written directions as to the payment of dividends (being mandates or directions which have been cancelled) and all notifications of change of name or address at any time after the expiration of one year from the date of cancellation or the recording thereof (as the case may be)
- 201 It shall conclusively be presumed in favour of the Company that every entry in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned was in accordance with the recorded particulars thereof in the books or records of the Company provided always that -
- 201 1 the foregoing provisions shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant,
- 201 2 nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article,
- 201 3 references herein to the destruction of any document include references to its disposal in any manner,
- 201 4 any document referred to in Article 200 above may be destroyed at a date earlier than that authorised by this Article provided that a permanent copy of such document shall have been made which shall not be destroyed before the expiration of the period applicable to the destruction of the original of such document and in respect of which the Board shall take adequate precautions for guarding against falsification and for facilitating its production

WINDING UP

- 202 The power of sale of a liquidator shall include a power to sell wholly or partially for shares or debentures, or other obligations of another company, either then already constituted, or about to be constituted, for the purpose of carrying out the sale
- 203 If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act -
- 203 1 divide among the members in specie the whole or any part of the assets of the Company, whether or not the assets consist of property of one kind or properties of different kinds, and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members Any such division may be otherwise than in accordance with the existing rights of the members, but if any division is resolved otherwise than in accordance with such rights, the members shall have the same right of dissent and consequential rights as if such resolution were a special resolution passed pursuant to Section 582 of the Act,
- 203 2 vest the whole or any part of the whole of the assets in trustees on such trusts for the benefit of the members as he with the like sanction shall determine and the liquidation of the Company may be closed and the Company dissolved

- 204 No member shall be compelled to accept any assets on which there is a liability
- 205 A special resolution sanctioning a transfer or sale to another company duly passed pursuant to Section 582 of the Act may, in the like manner, authorise the distribution of any shares or other consideration receivable by the liquidator amongst the members otherwise than in accordance with their existing rights, and any such determination shall be binding on all the members, subject to the right of dissent and consequential rights conferred by the said section

INDEMNITY

- 206 Subject to the provisions of the Acts but without prejudice to any indemnity to which he may otherwise be entitled, every Director, Alternate Director, Secretary or other officer (other than the Auditors) of the Company or of any associated company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses, damages and liabilities ("Liabilities") incurred by him in or about the execution of his duties or the exercise of his powers or otherwise in relation thereto and, where the Company is a trustee of an occupational pension scheme, against all Liabilities incurred in connection with the Company's activities as a trustee of the pension scheme, including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil, criminal or regulatory which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company or of any associated company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company