

Company Number: 3461748

WEDNESDAY



ITIS HOLDINGS PLC
PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS
(passed on 23 September 2009)

At the annual general meeting of the above named Company duly convened and held on Wednesday 23 September 2009 the following resolutions were duly passed as ordinary or special resolutions of the Company (as indicated):

ORDINARY RESOLUTION

- 1 **"THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 (the "Act") to exercise all or any of the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal value of £670,800 to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company) PROVIDED THAT this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date of the Company (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities (as the case may be) to be allotted after the expiry of such period and the directors of the Company may allot relevant securities or equity securities or equity securities as the case may be) in pursuance of such offer or agreement as if the authority conferred hereby not expired". R10

SPECIAL RESOLUTION

- 2 **"THAT**, subject to and conditional upon the passing of the resolution numbered 5 in the notice convening the meeting at which this resolution was proposed and in substitution for all existing and unexercised authorities and powers, the directors of the Company be and are hereby empowered pursuant to section 95 of the Act to allot equity securities (as defined in section 93 of the Act) pursuant to the authority conferred upon them by resolution 5 as if section 89(1) of the Act did not apply to any such allotment provided that this authority and power shall be limited to: R11
- (a) The allotment of equity securities in connection with a rights issue or similar offer in favour of ordinary shareholders where the equity securities respectively attributable to the interest of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them subject only to such exclusions or other arrangements as the directors of the Company may consider appropriate to deal with fractional entitlements or legal and practical difficulties under the laws of, or the requirements of any recognised regulatory body in any territory; and
 - (b) The allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £201,240 representing approximately 10% of the current issued share capital of the Company,

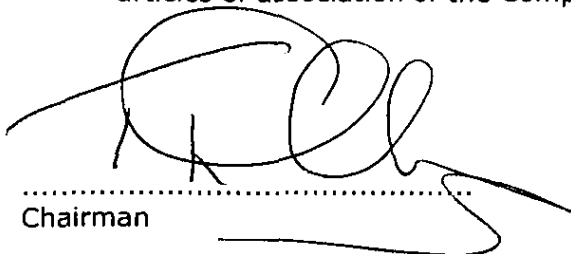
and shall expire at the conclusion of the next annual general meeting or on the date which is 6 months after the next accounting reference date of the Company (if earlier)

save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot such offer or agreement as if the power conferred hereby had not expired".

SPECIAL RESOLUTION

- 3 "THAT the articles of association of the Company produced at the meeting marked "A" and initialled, for identification purposes only by the Chairman, as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company".

o(A



.....
Chairman

Date: 23 September 2009

Company No: 3461748

The Companies Act 1985
The Companies Act 1989
The Companies Act 2006

PUBLIC COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

OF

ITIS HOLDINGS PLC

(Adopted by Special Resolution passed on 23 September 2009)

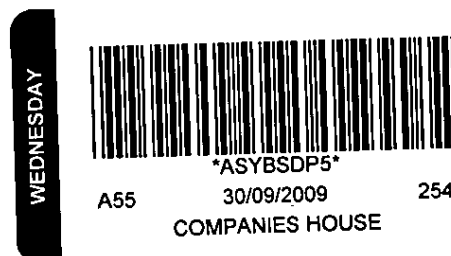


TABLE OF CONTENTS

	PAGE NO.
PRELIMINARY	6
Exclusion of Table A.....	6
Interpretation.....	6
SHARE CAPITAL.....	10
Authorised share capital	10
Rights attached to shares	10
Unissued shares	11
Authority to allot relevant securities	11
Disapplication of pre-emption rights	11
Power to pay commission and brokerage	12
Power to increase, consolidate, sub-divide and cancel share capital.....	12
Power to issue redeemable shares.....	13
Power to purchase own shares	13
Power to reduce capital	14
Trusts not recognised.....	14
VARIATION OF RIGHTS	14
Variation of class rights	14
SHARE CERTIFICATES.....	15
Issue of certificates.....	15
Charges for and replacement of certificates	15
LIEN ON SHARES	16
Lien on partly paid shares	16
Enforcement of lien	16
CALLS ON SHARES	17
Calls	17
Interest on calls.....	17
Sums treated as calls	17
Power to differentiate.....	17
Payment of calls in advance.....	18
FORFEITURE OF SHARES.....	18
Notice of unpaid calls	18
Forfeiture following non-compliance with notice	18
Power to annul forfeiture or surrender	19
Disposal of forfeited or surrendered shares.....	19
Arrears to be paid notwithstanding forfeiture or surrender	19
UNTRACED MEMBERS.....	20
Sale of shares of untraced members.....	20
Application of proceeds of sale.....	21
TRANSFER OF SHARES	21
Transfer of certificated shares	21
Transfer of uncertificated shares	22

Power to refuse registration of transfers of certificated shares.....	22
Power to refuse registration of transfers of uncertificated shares.....	22
Other provisions on transfers	22
Notice of refusal of transfer	23
Closure of register	23
Branch register	23
Renunciations of allotment.....	23
TRANSMISSION OF SHARES	23
Transmission on death.....	23
Election of person entitled by transmission	24
Rights of person entitled by transmission	24
UNCERTIFICATED SHARES	25
Uncertificated shares - general powers	25
DISCLOSURE OF INTERESTS IN SHARES.....	27
Disclosure of interests in shares.....	27
GENERAL MEETINGS	29
Annual general meetings.....	29
General meetings	29
Convening of general meetings	29
Orderly conduct of meetings.....	30
NOTICE OF GENERAL MEETINGS.....	31
Length and form of notice	31
Omission or non-receipt of notice	32
PROCEEDINGS AT GENERAL MEETINGS	32
Quorum.....	32
Chairman	33
Directors entitled to attend and speak.....	33
Adjournment.....	33
Method of voting and demand for poll	34
Taking a poll.....	35
Continuance of business after demand for poll.....	35
VOTES OF MEMBERS	35
Voting rights.....	35
Representation of corporations	36
Voting rights of joint holders.....	36
Voting rights of members incapable of managing their affairs	36
Voting rights suspended where sums overdue.....	36
Objections to admissibility of votes	37
PROXIES.....	37
Proxies.....	37
Form of proxy.....	37
Deposit of proxy in writing	38
Proxy contained in an electronic communication.....	39
Notice of revocation of proxy	40

DIRECTORS	40
Number of directors.....	40
Directors need not be members.....	40
Age of directors.....	40
APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS	40
Appointment of directors by the Company	40
Separate resolutions for appointment of each director	41
The board's power to appoint directors	41
Retirement of directors.....	41
Selection of directors to retire by rotation.....	42
Removal of directors.....	42
Vacation of office of director	43
Executive directors	43
ALTERNATE DIRECTORS	44
Power to appoint alternate directors.....	44
REMUNERATION, EXPENSES AND PENSIONS	45
Remuneration of directors.....	45
Special remuneration	45
Expenses	45
Pensions and other benefits	45
Directors' and officers' liability insurance	46
POWERS OF THE BOARD	46
General powers of the board to manage company's business	46
Power to act notwithstanding vacancy	46
Provisions for employees	47
Power to borrow money	47
DELEGATION OF BOARD'S POWERS	51
Delegation to individual directors.....	51
Committees	51
Local boards	52
Powers of attorney.....	52
President.....	52
Designation as "director"	53
DIRECTORS' INTERESTS	53
Directors' interests and voting.....	53
Authorisation of conflicts of interest	56
PROCEEDINGS OF THE BOARD	57
Board meetings.....	57
Notice of board meetings.....	58
Quorum	58
Chairman or deputy chairman to preside	58
Competence of meetings.....	58
Voting.....	58
Telephone and video conference meetings	59
Resolutions in writing	59

Validity of acts of directors in spite of formal defect.....	59
Minutes	60
SECRETARY	60
Secretary.....	60
SEAL.....	60
Seal	60
AUTHENTICATION OF DOCUMENTS	61
Authentication of documents	61
DIVIDENDS.....	61
Declaration of dividends by the Company	61
Fixed and interim dividends.....	61
Calculation and currency of dividends	61
Method of payment.....	62
Dividends not to bear interest	63
Calls or debts may be deducted from dividends.....	63
Unclaimed dividends etc	63
Uncashed dividends.....	63
Dividends in specie	64
Scrip dividends	64
CAPITALISATION OF RESERVES	65
Capitalisation of reserves	65
Capitalisation of reserves and employees' share schemes.....	66
RECORD DATES.....	67
Fixing of record dates	67
ACCOUNTS.....	68
Accounting records.....	68
Summary financial statements	68
NOTICES	68
Notices to be in writing	68
Service of notices	68
Notice by advertisement	69
Evidence of service	69
Record date for service.....	69
Service of notice on person entitled by transmission.....	70
Notices given by electronic communication	70
DESTRUCTION OF DOCUMENTS.....	70
Destruction of documents	70
WINDING UP.....	72
Directors' power to wind-up	72
Powers to Distribute in Specie	72
INDEMNITY	72
Provisions by Liquidator.....	72
Transfer or sale under s.110 Insolvency Act 1986.....	72
Indemnity of Officers.....	73

PRELIMINARY

1 Exclusion of Table A

Neither the regulations in Table A in the First Schedule to the Companies Act 1948 nor those in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendments Regulations 1985 (SI 1985/1052) shall apply to the Company save as otherwise provided in these Articles.

2 Interpretation

2.1 In these Articles, unless the contrary intention appears:

2.1.1 the following definitions apply:

- | | |
|-----------------------------|--|
| "Act" | means the Companies Act 1985 as amended; |
| "2006 Act" | means the Companies Act 2006 as amended; |
| "Articles" | means these Articles of Association, as from time to time altered; |
| "Associated Company" | means as defined in section 256 of the 2006 Act; |
| "board" | means the board of directors for the time being of the Company; |
| "business day" | means a day (except Saturday or Sunday) on which banks in the City of London are open for business; |
| "certificated" | means, in relation to a share, that title to the share is recorded on the register as being held in certificated form; |
| "clear days" | means, in relation to the period of a notice or other communication, that period excluding the day when the notice or other communication is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| "committee" | means a committee of the board; |

"company"	means any body corporate;
"Company"	means ITIS Holdings plc;
"Companies Acts"	means the company law provisions of the 2006 Act, the Act, Part 2 of the Companies (Audit, Investigations and Community Enterprise) Act 2004, the Companies Consolidation (Consequential Provisions) Act 1985 and the Companies Act 1989 in so far as the same are in force from time to time;
"director"	means a director for the time being of the Company;
"electronic communication"	has the meaning ascribed to it by section 15 of the Electronic Communications Act 2000;
"financial institution"	means a recognised clearing house or nominee as is referred to in section 778 of the 2006 Act;
"holder"	in relation to any share, means the member whose name is entered in the register as the holder of that share;
"London Stock Exchange"	means London Stock Exchange PLC or other principal stock exchange in the United Kingdom for the time being;
"month"	means a calendar month;
"the office"	means the registered office for the time being of the Company;
"paid up"	means paid up or credited as paid up;
"person entitled by transmission"	means a person whose entitlement to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law has been noted in the register;
"recognised investment exchange"	has the meaning given to it in the Financial Services and Markets Act 2000;
"register"	means the register of members of the Company;

- "registered address"** means, in relation to a member, the most recent address of that member recorded in the register;
- "Regulations"** means the Uncertificated Securities Regulations 2001;
- "seal"** means any common seal of the Company or any official seal or securities seal which the Company may have or be permitted to have under the Statutes;
- "secretary"** means the secretary of the Company or, if there are joint secretaries, any of the joint secretaries and includes an assistant or deputy secretary and any person appointed by the board to perform any of the duties of the secretary of the Company;
- "Statutes"** means the Companies Acts and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Companies Acts;
- "uncertificated"** means, in relation to a share, that title to the share is recorded on the register as being held in uncertificated form;
- "UK Listing Authority"** means the competent authority for the purposes of section 72 Financial Services and Markets Act 2000;
- "United Kingdom"** means the United Kingdom of Great Britain and Northern Ireland;
- "year"** means a period of twelve months;
- 2.1.2 the expressions **"Operator"**, **"participating security"** and **"relevant system"** have the same meanings as are respectively ascribed to them in the Regulations;
- 2.1.3 any other words or expressions defined in the Statutes (as in force on the date of adoption of these Articles) have the same meaning in these Articles and any reference elsewhere in these Articles to any statute or statutory provision includes a reference to any modification or re-enactment of it for the time being in force;
- 2.1.4 a statutory provision includes a reference to the statutory provision as replaced, modified or re-enacted from time to time before or after the date of these Articles and any subordinate legislation made under the statutory provision before or after the date of these Articles. In particular (without prejudice to the generality of the foregoing) a reference to a section of the

Act shall include a reference to any section of the 2006 Act which replaces, modifies or re-enacts that section of the Act at any time after the date of these Articles with effect from the date such section of the 2006 Act comes into force;

- 2.1.5 words importing the singular number include the plural number and vice versa, words importing the masculine gender include the feminine gender and words importing persons include bodies corporate and unincorporated associations;
 - 2.1.6 any reference to writing includes a reference to any method of representing or reproducing words in a legible and non-transitory form;
 - 2.1.7 any reference to a document being sealed or executed under seal or under the common seal of any body corporate (including the Company) or any similar expression includes a reference to it being executed in any other manner which has the same effect as if it were executed under seal.
- 22 Subject to the provisions of the Statutes a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under these Articles.
- 23 Headings to these Articles are inserted for convenience only and shall not affect their construction.

SHARE CAPITAL

3 Authorised share capital

The authorised shared capital of the Company at the date of adoption of these Articles is £10,000,000 divided into:-

3.1 339,106,585 ordinary shares of 2 pence each (the "**Ordinary Shares**"); and

3.2 32,178,683 deferred shares of 10 pence each (the "**Deferred Shares**")¹.

4 Rights attached to shares

4.1 Subject to the provisions of the Statutes and to any special rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the board may decide.

4.2 Notwithstanding any of the other provisions of these Articles the rights attaching to the Deferred Shares will be as follows and the Deferred Shares will have no other rights:-

4.2.1 the holders of Deferred Shares will not (in that capacity) be entitled at any time to receive notice of any general meetings of the Company or to attend, speak or vote at any general meeting of the Company;

4.2.2 no dividends will be made, paid, or declared by the Company in respect of any Deferred Share;

4.2.3 on a return of capital on liquidation or otherwise no assets of the Company available for distribution among the members will be applied in making payments to the holders of the Deferred Shares unless distributions totalling £1,000,000,000 have been made to the holders of Ordinary Shares;

4.2.4 no resolution proposed or passed by the members of the Company shall or shall be deemed to affect the class rights of the holders of Deferred Shares.

5 Unissued shares

Subject to the provisions of the Statutes, these Articles and any resolution of the Company, the board may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise deal with or dispose of any unissued shares (whether forming part of the original or any increased capital) to such persons, at such times and generally on such terms as the board may decide but no share may be issued at a discount.

¹ With effect from 1 October 2009, the concept of authorised share capital will be abolished.
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6 Authority to allot relevant securities

The Company may from time to time pass an ordinary resolution authorising, in accordance with section 80 of the Act, the board to exercise all the powers of the Company to allot relevant securities and:

- (a) on the passing of the resolution the board shall be generally and unconditionally authorised to allot relevant securities (as defined for the purposes of that section) up to the nominal amount specified in the resolution; and
- (b) unless previously renewed, varied or revoked by the Company in general meeting, the authority shall expire on the date specified in the resolution (not being more than five years after the date on which the resolution is passed),

but any authority given under this Article shall allow the Company, before the authority expires, to make an offer or agreement which would or might require relevant securities to be allotted after it expires.

7 Disapplication of pre-emption rights

- 7.1 Subject to the board being generally authorised to allot relevant securities in accordance with section 80 of the Act, the Company may from time to time resolve by a special resolution referring to this Article that the board be given power to allot equity securities for cash and, on the passing of the resolution, the board shall have power to allot (pursuant to that authority) equity securities for cash as if section 89(1) of the Act did not apply to the allotment but that power shall be limited:

- 7.1.1 to the allotment of equity securities in connection with a rights issue; and
- 7.1.2 to the allotment (other than in connection with a rights issue) of equity securities having, in the case of relevant shares, a nominal amount (or, in the case of other equity securities, giving the right to subscribe for, or to convert into, relevant shares having a nominal amount) not exceeding in aggregate the sum specified in the special resolution, and (unless it previously ceases to have effect) that power shall expire on the date (if any) specified in the special resolution but the Company may, before the power expires, make an offer or agreement which would or might require equity securities to be allotted after it expires.

- 7.2 For the purposes of this Article:

- 7.2.1 **"equity security"** and **"relevant share"** have the meanings given to them in section 94 of the Act; and
- 7.2.2 **"rights issue"** means an offer or issue to or in favour of ordinary shareholders on the register on a date fixed by the board where the equity securities respectively attributable to the interests of all those

shareholders are proportionate (as nearly as practicable) to the respective number of Ordinary Shares held by them on that date but the board may make such exclusions or other arrangements as the board considers expedient in relation to fractional entitlements or legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange.

8 Power to pay commission and brokerage

The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Statutes.

9 Power to increase, consolidate, sub-divide and cancel share capital

91 The Company may by ordinary resolution:

- 9.1.1 increase its capital by the creation of new shares of such amount as the resolution prescribes;
- 9.1.2 consolidate or consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
- 9.1.3 subject to the provisions of the Statutes, sub-divide its shares, or any of them, into shares of a smaller amount than is fixed by the Memorandum of Association of the Company, but so that the proportion between the amount paid up and the amount (if any) not paid up on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- 9.1.4 cancel any 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.

92 A resolution by which any share is sub-divided may determine that, as between the holders of the shares resulting from the sub-division, one or more of the shares may have such preferred or other special rights, or may have such qualified or deferred rights or be subject to such restrictions, as compared with the other or others, as the Company has power to attach to new shares.

9.3 If as a result of any consolidation of shares any members would become entitled to fractions of a share, the board may deal with the fractions as it thinks fit and in particular may (on behalf of those members) sell the consolidated shares representing the fractions to any person (including, subject to the provisions of the Statutes, the Company) and distribute the net proceeds of sale in due proportion among those members (except that any proceeds less than a sum fixed by the board may be retained for the benefit of the Company). For the purpose of any such sale the board may authorise some person to transfer the shares to or as directed by the purchaser, who shall not be bound to see to the application of the purchase money; nor shall his title

to the shares be affected by any irregularity in or invalidity of the proceedings relating to the sale.

10 Power to issue redeemable shares

Subject to the provisions of the Statutes any share may be issued on terms that it is to be redeemed or is liable to be redeemed at the option of the Company or the shareholder and such shares shall be redeemed on such terms and in such manner as made from time to time be provided in these Articles.

11 Share Warrants to Bearer

Share warrants to bearer may be issued by the board in respect of fully-paid shares on such terms and conditions as to voting and in all other respects as they may prescribe, providing that no new share warrant to bearer shall be issued to replace one that has been lost unless it is proved beyond reasonable doubt to the satisfaction of the board to have been destroyed. The bearer of a share warrant shall be subject to the terms and conditions governing share warrants for the time being in force, whether made before or after the issue of such share warrant.

12 Power to purchase own shares

Subject to the provisions of the Statutes, the Company may purchase all or any of its shares of any class, including any redeemable shares.

13 Power to reduce capital

Subject to the provisions of the Statutes and to any rights conferred on the holders of any class of shares, the Company may by special resolution reduce its share capital or any capital redemption reserve, share premium account or other undistributable reserve in any way.

14 Trusts not recognised

Except as required by law or these Articles or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required to recognise (even when having notice of it) any interest or other right in or in respect of any share, except the holder's absolute right to the entirety of the share.

VARIATION OF RIGHTS

15 Variation of class rights

- 15.1 Whenever the capital of the Company is divided into different classes of shares, all or any of the rights for the time being attached to any class of shares in issue may from time to time (whether or not the Company is being wound up) be varied in such manner (if any) as may be provided by those rights or with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that

class or with the sanction of a special resolution passed at a separate general meeting of the holders of those shares.

- 15.2 All the provisions of these Articles relating to general meetings of the Company or to the proceedings at general meetings shall apply, *mutatis mutandis*, to every such separate general meeting, except that:
- 15.2.1 the necessary quorum at any such meeting (other than an adjourned meeting) shall be two persons holding or representing by proxy at least one-third in nominal amount of the issued shares of the class;
 - 15.2.2 at an adjourned meeting the necessary quorum shall be one person holding shares of the class or his proxy;
 - 15.2.3 every holder of shares of the class shall, on a poll, have one vote in respect of every share of the class held by him; and
 - 15.2.4 a poll may be demanded by any one holder of shares of the class whether present in person or by proxy.
- 15.3 Unless otherwise expressly provided by the terms of their issue, the rights attached to any class of shares shall not be deemed to be varied or abrogated by:-
- 15.3.1 the creation or issue of further shares ranking *pari passu* with them but in no respect in priority thereto; or
 - 15.3.2 the purchase by the Company of any of its own shares.

SHARE CERTIFICATES

16 Issue of certificates

- 16.1 A person whose name is entered in the register as the holder of any certificated shares shall be entitled to receive without charge within one month after the allotment to him of those shares or five business days after the lodgment of evidence of his entitlement to shares (or within such other period as the conditions of issue may provide) one certificate for those shares, or one certificate for each class of those shares, but no certificate shall be issued to any member who is a financial institution unless it specifically requests the Company to issue one.
- 16.2 In the case of joint holders, the Company shall not be bound to issue more than one certificate for all the shares in any particular class registered in their joint names and delivery of a certificate for a share to any one of the joint holders shall be sufficient delivery to all.
- 16.3 Every share certificate shall be executed under seal or as may be otherwise permitted by law and shall specify the number and class of the shares to which it relates and the amount or respective amounts paid upon the shares.

17 Charges for and replacement of certificates

- 17.1 Except as expressly provided to the contrary in these Articles, no fee shall be charged for the issue of a share certificate.
- 17.2 Any two or more certificates representing shares of any one class held by any member may at his request be cancelled and a single new certificate issued.
- 17.3 Where a member has transferred part only of the shares comprised in a certificate, he shall be entitled without charge to a certificate for the balance of his shares.
- 17.4 If any member surrenders for cancellation a certificate representing shares held by him and requests the Company to issue two or more certificates representing those shares in such proportions as he may specify, the board may, if it thinks fit, comply with the request on payment of such fee (if any) as the board may decide.
- 15
- 17.5 In the case of shares held jointly by several persons any such request may be made by any one of the joint holders.
- 17.6 If a certificate is damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares may be issued on compliance with such conditions as to evidence and indemnity as the board may think fit without charge (other than exceptional out of pocket expenses) and, if damaged or defaced, on delivery up of the old certificate.

LIEN ON SHARES

18 Lien on partly paid shares

- 18.1 The Company shall have a first and paramount lien on every share (not being a fully paid share) for all amounts payable (whether or not due) in respect of that share. The lien shall extend to every amount payable in respect of that share.
- 18.2 The board may at any time either generally or in any particular case declare any share to be wholly or partly exempt from the provisions of this Article.
- 18.3 Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) on that share.

19 Enforcement of lien

- 19.1 The Company may sell any share subject to a lien in such manner as the board may decide if any amount payable on the share is due and is not paid within fourteen clear days after a notice has been served on the holder or any person entitled by transmission to the share demanding payment of that amount and giving notice of intention to sell in default.
- 19.2 To give effect to any sale under this Article, the board may authorise some person to transfer the share sold to, or in accordance with the directions of, the purchaser

and the transferee shall not be bound to see to the application of the purchase money; nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings connected with the sale.

- 19.3 The net proceeds of the sale, after payment of the costs, shall be applied in or towards satisfaction of the amount due and any residue shall (subject to a like lien for any amounts not presently due as existed on the share before the sale), on surrender of the certificate for the shares sold, be paid to the holder or person entitled by transmission to the share immediately before the sale.

CALLS ON SHARES

20 Calls

- 20.1 Subject to the terms of allotment, the board may make calls on the members in respect of any moneys unpaid on their shares (whether in respect of nominal amount or premium) and each member shall (subject to his receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be revoked or postponed as the board may decide.
- 20.2 Any call may be made payable in one sum or by instalments and shall be deemed to be made at the time when the resolution of the board authorising that call is passed.
- 20.3 A person on whom a call is made shall remain liable for it notwithstanding the subsequent transfer of the share in respect of which the call is made.
- 20.4 The joint holders of a share shall be jointly and severally liable for the payment of all calls in respect of that share.

21 Interest on calls

If a call is not paid before or on the due date for payment, the person from whom it is due shall pay interest on the amount unpaid from the due date for payment to the date of actual payment at such rate as the board may decide, but the board may waive payment of the interest, wholly or in part.

22 Sums treated as calls

A sum which by the terms of allotment of a share is payable on allotment, or at a fixed time, or by instalments at fixed times, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date or dates fixed for payment and, in case of non-payment, the provisions of these Articles shall apply as if that sum had become payable by virtue of a call.

23 Power to differentiate

On any issue of shares the board may make arrangements for a difference between the

allottees or holders of the shares in the amounts and times of payment of calls on their shares.

24 Payment of calls in advance

The board may, if it thinks fit, receive all or any part of the moneys payable on a share beyond the sum actually called up on it if the holder is willing to make payment in advance and, on any moneys so paid in advance, may (until they would otherwise be due) pay interest at such rate as may be agreed between the board and the member paying the sum in advance but no dividend shall be payable in respect of any moneys so paid in advance.

FORFEITURE OF SHARES

25 Notice of unpaid calls

25.1 If the whole or any part of any call or instalment remains unpaid on any share after the due date for payment, the board may serve a notice on the holder requiring him to pay so much of the call or instalment as remains unpaid, together with any accrued interest.

25.2 The notice shall state a further day, being not less than seven clear days from the date of the notice, on or before which, and the place where, payment is to be made and shall state that, in the event of non-payment on or before the day and at the place appointed, the share in respect of which the call was made or instalment is payable will be liable to be forfeited.

25.3 The board may accept a surrender of any share liable to be forfeited.

26 Forfeiture following non-compliance with notice

26.1 If the requirements of a notice served under the preceding Article are not complied with, any share in respect of which it was given may (before the payment required by the notice is made) be forfeited by a resolution of the board. The forfeiture shall include all dividends declared and other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.

26.2 If a share is forfeited, notice of the forfeiture shall be given to the person who was the holder of the share or (as the case may be) the person entitled to the share by transmission and an entry that notice of the forfeiture has been given, with the relevant date, shall be made in the register; but no forfeiture shall be invalidated by any omission to give such notice or to make such entry.

27 Power to annul forfeiture or surrender

The board may, at any time before the forfeited or surrendered share has been sold, re-allotted or otherwise disposed of, annul the forfeiture or surrender upon payment of all

calls and interest due on or incurred in respect of the share and on such further conditions (if any) as it thinks fit.

28 Disposal of forfeited or surrendered shares

28.1 Every share which is forfeited or surrendered shall become the property of the Company and (subject to the provisions of the Statutes) may be sold, re-allotted or otherwise disposed of, upon such terms and in such manner as the board shall decide either to the person who was before the forfeiture the holder of the share or to any other person and whether with or without all or any part of the amount previously paid up on the share being credited as so paid up. The board may for the purposes of a disposal authorise some person to transfer the forfeited or surrendered share to, or in accordance with the directions of, any person to whom the same has been sold or disposed of.

28.2 A statutory declaration by a director or the secretary that a share has been forfeited or surrendered on a specified date shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts stated in it and shall (subject to the execution of any necessary transfer) constitute a good title to the share. The new holder of the share shall not be bound to see to the application of the consideration for the disposal (if any); nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings connected with the forfeiture, surrender, sale, re-allotment or disposal of the share.

29 Arrears to be paid notwithstanding forfeiture or surrender

A person, any of whose shares have been forfeited or surrendered, shall cease to be a member in respect of the forfeited or surrendered share and shall surrender to the Company for cancellation the certificate for the share forfeited or surrendered, but shall remain liable (unless payment is waived in whole or in part by the board) to pay to the Company all moneys payable by him on or in respect of that share at the time of forfeiture or surrender, together with interest from the time of forfeiture or surrender until payment at such rate as the board shall decide, in the same manner as if the share had not been forfeited or surrendered. He shall also be liable to satisfy all the claims and demands (if any) which the Company might have enforced in respect of the share at the time of forfeiture or surrender. No deduction or allowance shall be made for the value of the share at the time of forfeiture or surrender or for any consideration received on its disposal.

UNTRACED MEMBERS

30 Sale of shares of untraced members

30.1 The Company may sell any share of a member, or any share to which a person is entitled by transmission, by giving to a person authorised to conduct business on the London Stock Exchange an instruction to sell it at the best price reasonably obtainable, if:

30.1.1 during the relevant period at least three dividends have become payable in

respect of the share to be sold and have been sent by the Company in accordance with **Article 117**;

- 30.1.2 no dividend payable during the relevant period in respect of the share has been claimed;
- 30.1.3 during the relevant period no warrant or cheque in respect of the share sent to the registered address and in the manner provided by these Articles for sending such payments has been cashed;
- 30.1.4 during the relevant period no communication has been received by the Company from the member or the person entitled by transmission to the share;
- 30.1.5 after expiry of the relevant period the Company has published advertisements in both a national newspaper and in a newspaper circulating in the area in which the registered address is located, in each case giving notice of its intention to sell the share;
- 30.1.6 during the period of three months following the publication of those advertisements and after that period until the exercise of the power to sell the share, the Company has not received any communication from the member or the person entitled by transmission to the share.

For the purposes of this **Article 30.1** the "**relevant period**" means the period of twelve years immediately preceding the date of publication of the first of any advertisement published pursuant to **Article 30.1.5**.

- 30.2 The Company's power of sale shall extend to any further share which on or before the date of publication of the first advertisement published pursuant to **Article 30.1.5**, is issued in right of a share to which **Article 30.1** applies (or in right of any share to which this **Article 30.2** applies) if the conditions set out in **Articles 30.1.1 to 30.1.6** (inclusive) have been satisfied in relation to the further share since the date of allotment of the further share but for this purpose the relevant period shall be deemed to be the period commencing on the date of allotment of the further share and ending immediately prior to the publication of the first advertisement published pursuant to **Article 30.1.5**.
- 30.3 To give effect to any sale, the board may authorise some person to transfer the share to, or in accordance with the directions of, the purchaser and the new holder of the share shall not be bound to see to the application of the purchase money; nor shall his title to the share be affected by any irregularity in, or invalidity of, the proceedings connected with the sale.

31 Application of proceeds of sale

- 31.1 The Company shall account to the person entitled to the share at the date of sale for a sum equal to the net proceeds of sale and shall be deemed to be his debtor, and

not a trustee for him, in respect of them.

31.2 Pending payment of the net proceeds of sale to such person, the proceeds may either 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 from time to time decide.

31.3 No interest shall be payable in respect of the net proceeds and the Company shall not be required to account for any moneys earned on the net proceeds.

32 Right to suspend posting of notices

If on two consecutive occasions notices or other documents have been sent through the post to any member at his registered address but have been returned undelivered, such a member shall not from then on be entitled to receive notices or other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address within the United Kingdom.

TRANSFER OF SHARES

33 Right to transfer shares

Subject to these Articles, a member may transfer all or any of his shares in any manner which is permitted by the Statutes or in any other manner which is from time to time approved by the board.

34 Transfer of certificated shares

A transfer of a certificated share shall be in writing in the usual common form or in any other form permitted by the Statutes or approved by the board. The instrument of transfer shall be signed by or on behalf of the transferor and, if the certificated share is not fully paid, by or on behalf of the transferee.

35 Transfer of uncertificated shares

Subject to these Articles, a member may transfer an uncertificated share by means of the relevant system or in any other manner which is permitted by the Statutes and is from time to time approved by the board and the Company shall register such transfer in accordance with the Statutes.

36 Power to refuse registration of transfers of certificated shares

36.1 The board may, in its absolute discretion, refuse to register any transfer of a certificated share of any class which is not fully paid provided that, where any such shares are traded on a recognised investment exchange, 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.

36.2 The board may also refuse to register any transfer of a certificated share unless the transfer is in respect of one class of shares and is in favour of no more than four transferees and the instrument of transfer, duly stamped, is deposited at the office or such other place as the board may appoint, accompanied by the certificate for the shares to which it relates if it has been issued, and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer.

36.3 Where the board refuses to register a transfer of shares in accordance with this **Article 36**, it shall give the transferee notice of refusal to register, together with its reasons for such refusal (and such further information about the reasons for refusal as the transferee may reasonably request) as soon as reasonably practicable and in any event within two months of the date on which the transfer is lodged with it.

37 Power to refuse registration of transfers of uncertificated shares

The board may refuse to register any transfer of an uncertificated share where permitted by the Regulations.

38 Other provisions on transfers

38.1 The transferor shall be deemed to remain the holder of the shares transferred until the name of the transferee is entered in the register in respect of those shares.

38.2 No fee shall be charged in respect of the registration of any transfer, probate, letters of administration or other document or instruction relating to or affecting the title to any shares.

38.3 Any instrument of transfer which is registered shall, subject to **Article 136**, be retained by the Company, but any instrument of transfer which the board refuses to register shall (except in any case of fraud) be returned to the person depositing the same.

39 Notice of refusal of transfer

If the directors refuse to register a transfer they shall send to the transferee notice of the refusal:-

- (a) in the case of a certificated share, within two months of the date on which the transfer was lodged with the Company; or
- (b) in the case of an uncertificated share, within two months of the date on which an instruction in respect of such transfer was duly received by the Company through the relevant system.

40 Closure of register

Subject to compliance with the Statutes, the register may be closed at such times

and for such periods as the board in its absolute discretion may from time to time determine, provided that:-

- (a) the register shall not be closed for more than thirty days in any year; and
- (b) where any class of shares is a participating security, the consent of the Operator of the relevant system shall be obtained to the closing of the register in respect of that class of security.

41 Branch register

Subject to and to the extent permitted by the Statutes, the Company or the directors on behalf of the Company may cause to be kept in any territory a branch register of members resident in such territory and the board may make and vary such regulations as it thinks fit respecting the keeping of any such register.

42 Renunciations of allotment

Nothing in these Articles shall preclude the board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES

43 Transmission on death

If a member dies, the survivor, where the deceased was a joint holder, and his personal representatives where he was a sole or the only surviving holder, shall be the only person or persons recognised by the Company as having any title to his shares; but nothing in these Articles shall release the estate of a deceased holder from any liability in respect of any share held by him solely or jointly.

44 Election of person entitled by transmission

44.1 A person becoming entitled to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to a transmission by operation of law may, on producing such evidence as the board may require and subject as provided in this Article, elect either to be registered himself as the holder of the share or to have some person nominated by him registered as the holder of the share.

44.2 If he elects to be registered himself, he shall give to the Company a notice signed by him to that effect. If he elects to have another person registered, he shall execute a transfer of the share to that person.

44.3 A person entitled by transmission to a share in uncertificated form who elects to have some other person registered as the holder of the share shall either:

44.3.1 procure that instructions are given by means of a relevant system to effect

transfer of such uncertificated share to that person; or

44.3.2 change the uncertificated share into certificated form and execute an instrument of transfer of that certificated share to that person.

44.4 All the provisions of these Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer signed by the person from whom the title by transmission is derived and the death or bankruptcy of the member had not occurred.

45 Rights of person entitled by transmission

45.1 A person becoming entitled to a share in consequence of a death or bankruptcy of a member or of any other event giving rise to a transmission by operation of law shall have the right to receive and give a discharge for any dividends or other moneys payable in respect of the share and shall have the same rights in relation to the share as he would have if he were the holder except that, until he becomes the holder, he shall not be entitled to attend or vote at any meeting of the Company or any separate general meeting of the holders of any class of shares in the Company.

45.2 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 after ninety days the notice has not been complied with, the board may withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

UNCERTIFICATED SHARES

46 Uncertificated shares - general powers

46.1 Notwithstanding anything in these Articles to the contrary, any share may be issued, held, registered, converted to or transferred in uncertificated form and may be converted from uncertificated form to certificated form in accordance with the Regulations and the requirements and practices of the Operator of the relevant system.

46.2 In relation to any share which is for the time being held in uncertificated form:

46.2.1 the Company may utilise the relevant system in which it is held to the fullest extent available from time to time in the exercise of any of its powers or functions under the Statutes or these Articles or otherwise in effecting any actions and the board may from time to time determine the manner in which such powers, functions and actions shall be so exercised or effected;

46.2.2 any provision in these Articles which is inconsistent with:

- (a) the holding or transfer of that share in the manner prescribed or permitted by the Statutes;

- (b) any other provision of the Statutes relating to shares held in uncertificated form; or
- (c) the exercise of any powers or functions by the Company or the effecting by the Company of any actions by means of a relevant system, shall not apply;

46.2.3 the Company may, by notice in writing to the holder of any such share, require the holder to change the form of such share to certificated form within such period as may be specified in the notice; and

46.2.4 the Company shall not issue a certificate.

46.3 The Company shall enter on the register the number of shares which are held by each member in uncertificated form and in certificated form and shall maintain the register in each case as is required by the Statutes and the relevant system and, unless the board otherwise determines, holdings of the same holder or joint holders in certificated form and uncertificated form shall be treated as separate holdings.

46.4 References in these Articles to a requirement to execute or deliver an instrument of transfer or certificate or other document which shall not be appropriate in the case of uncertificated shares shall, in the case of uncertificated shares, be treated as references to a requirement to comply with any relevant requirements of the relevant system and any relevant arrangements or regulations which the board may make from time to time pursuant to **Article 46.7**.

46.5 A class of share shall not be treated as two classes by virtue only of that class comprising both certificated shares and uncertificated shares or as a result of any provision of these Articles or the Regulations which applies only in respect of certificated shares or uncertificated shares.

46.6 References in these Articles to instruments of transfer shall include, in relation to uncertificated shares, instructions and/or notifications made in accordance with the relevant system relating to the transfer of such shares.

46.7 The board may make such arrangements or regulations (if any) as it may from time to time in its absolute discretion think fit in relation to the evidencing and transfer of uncertificated shares or otherwise for the purpose of implementing and/or supplementing the provisions of this Article and the Regulations and the facilities and requirements of the relevant system and such arrangements and regulations (as the case may be) shall have the same effect as if set out in this Article.

46.8 The board may resolve that a class of shares is to become a participating security and may at any time determine that a class of shares shall cease to be a participating security.

46.9 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 Statutes or the rules made and practices instituted by the Operator of any relevant system or under these Articles to dispose of, forfeit, enforce a lien or sell or otherwise procure the sale of any share which is held in uncertificated form, such entitlement (to the extent permitted by the Regulations and the rules made and practices instituted by the Operator of the relevant system) shall include the right to:

- 46.9.1 request or require the deletion of any computer-based entries in the relevant system relating to the holding of such share in uncertificated form; and/or
- 46.9.2 require any holder of any uncertificated share which is the subject of any exercise by the Company of any such entitlement, by notice in writing to the holder concerned, to change his holding of such uncertificated share into certificated form within such period as may be specified in the notice, prior to completion of any disposal, sale or transfer of such share or 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 share; and/or
- 46.9.3 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 such share as may be required to effect a transfer of such share and such steps shall be as effective as if they had been taken by the registered holder of the uncertificated share concerned; and/or
- 46.9.4 transfer any uncertificated share which is 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; and/or
- 46.9.5 otherwise rectify or change the register in respect of that share in such manner as may be appropriate; and/or
- 46.9.6 take such other action as may be necessary to enable that share to be registered in the name of the person to whom the share has been sold or disposed of or as directed by him.

47 **Intentionally left blank**

GENERAL MEETINGS

48 **Annual general meetings**

The board shall convene and the Company shall hold annual general meetings in accordance with the requirements of the Statutes.

49 **General meetings**

All general meetings other than annual general meetings shall be called general

meetings.

50 Convening of general meetings

- 50.1 The board may convene a general meeting whenever it thinks fit.
- 50.2 A general meeting may also be convened in accordance with **Article 91**.
- 50.3 A general meeting shall also be convened by the board on the requisition of members pursuant to the provisions of the Statutes or, in default, may be convened by such requisitionists, as provided by the Statutes.
- 50.4 The board shall comply with the provisions of the Statutes regarding the giving and the circulation, on the requisition of members, of notices of resolutions and of statements with respect to matters relating to any resolution to be proposed or business to be dealt with at any general meeting of the Company.

51 Orderly conduct of meetings

- 51.1 The board may both prior to and during any general meeting make any arrangements and impose any restrictions which it considers appropriate to ensure the security and/or the orderly conduct of any such general meeting, including, without limitation, arranging for any person attending any such meeting to be searched, for items of personal property which may be taken into any such meeting to be restricted and for any person (whether or not a member of the Company) who refuses to comply with any such arrangements or restrictions to be refused entry to or excluded from any such meeting.
- 51.2 The chairman of any general meeting of the Company shall take such action as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting, including, without limitation, asking any person or persons (whether or not a member or members of the Company) to leave the meeting and, if necessary, having such person or persons excluded from the meeting. The decision of the chairman on matters relating to the orderly conduct of a meeting and on any other matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his determination, acting in good faith, as to whether any matter is of such nature. Nothing in this **Article 51.2** shall limit any other power vested in the chairman.
- 51.3 The board may make such arrangements as it shall in its absolute discretion consider to be appropriate for any of the following purposes:
 - 51.3.1 to regulate the level of attendance at any place specified for the holding of a general meeting or any adjournment of such a meeting; or
 - 51.3.2 to ensure the safety of people attending at any such place; or
 - 51.3.3 to facilitate attendance at such meeting or adjournment;

and may from time to time vary any such arrangements or make new arrangements in their place. Such arrangements may include, without prejudice to the generality of the foregoing, the issue of tickets or the use of some random means of selection or otherwise as the board shall consider to be appropriate.

51.4 The board may when specifying the place of the meeting:

51.4.1 direct that the meeting shall be held at a place specified in the notice ("**Main Meeting Place**") at which the chairman of the meeting shall preside; and

51.4.2 make arrangements for simultaneous attendance and participation at another place or other places by members and proxies otherwise entitled to attend the general meeting but excluded from it under the provisions of this **Article 51** or who wish to attend at the other place or any of such other places.

51.5 Such arrangements for simultaneous attendance may include arrangements for regulating the level of attendance in the manner aforesaid at the other place or any of such other places.

51.6 For the purposes of all other provisions of these Articles (unless the context requires otherwise) the members shall be deemed to be meeting in one place, and that shall be the Main Meeting Place.

NOTICE OF GENERAL MEETINGS

52 **Length and form of notice**

52.1 An annual general meeting shall be called by not less than twenty-one clear days' notice in writing. All other general meetings shall be called by not less than fourteen clear days' notice in writing. A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at that annual general meeting; and
- (b) in the case of a general meeting, by a majority in number of the members having a right to attend and vote at that general meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

52.2 The notice shall specify the place, day and time of the meeting and the general nature of the business to be transacted.

52.3 Notice of every general meeting shall be given to all members other than any who, under the provisions of these Articles or the terms of issue of the shares which they hold, are not entitled to receive such notices from the Company, and also to the auditors (or, if more than one, each of them) and to each director.

- 52.4 Every notice of meeting shall state with reasonable prominence that a member entitled to attend and vote at the meeting may appoint one or more proxies to attend and (on a poll) vote at that meeting instead of him and that a proxy need not be a member of the Company.

53 Omission or non-receipt of notice

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

PROCEEDINGS AT GENERAL MEETINGS

54 Quorum

- 54.1 No business, other than the appointment of a chairman, shall be transacted at any general meeting unless the requisite quorum is present when the meeting proceeds to business.
- 54.2 Except as otherwise provided by these Articles three members present in person or by proxy and entitled to vote on a poll shall be a quorum.
- 54.3 If within fifteen minutes from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week (or, if that day is not a business day, to the next business day) and at the same time and place, as the original meeting, or to such other day, and at such other time and place, as the board may decide and in the latter case not less than seven clear days' notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting.
- 54.4 If at an adjourned meeting a quorum is not present within fifteen minutes from the time fixed for holding the meeting, any two members who are present in person or by proxy and entitled to vote on a poll shall be a quorum, failing which the meeting shall be dissolved.

55 Chairman

At each general meeting, the chairman of the board or, if he is absent or unwilling, the deputy chairman (if any) of the board or (if more than one deputy chairman is present and willing) the deputy chairman who has been longest in such office or, if no deputy chairman is present and willing, then one of the other directors who is appointed for the purpose by the board or (failing appointment by the board), by the members present, shall preside as chairman of the meeting, but if no director is present within fifteen minutes after the time fixed for holding the meeting or, if none of the directors present is willing to preside, the members present and entitled to vote shall choose one of their number to preside as chairman of the meeting.

56 Directors entitled to attend and speak

Whether or not he is a member, a director shall be entitled to attend and speak at any general meeting of the Company and at any separate general meeting of the holders of any class of shares of the Company.

57 Adjournment

- 57.1 With the consent of any meeting at which a quorum is present the chairman of the meeting may (and if so directed by the meeting shall) adjourn the meeting from time to time or sine die and from place to place.
- 57.2 In addition, the chairman of the meeting may at any time without the consent of the meeting adjourn the meeting (whether or not it has commenced or a quorum is present) to another time and/or place if, in his opinion, it would facilitate the conduct of the business of the meeting to do so.
- 57.3 Nothing in this **Article 57** shall limit any other power vested in the chairman to adjourn the meeting.
- 57.4 Whenever a meeting is adjourned for thirty days or more, 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 but otherwise no person shall be entitled to any notice of any adjourned meeting or of the business to be transacted at an adjourned meeting.
- 57.5 No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

58 Method of voting and demand for poll

- 58.1 At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (before or immediately after 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:

58.1.1 the chairman of the meeting; or

58.1.2 at least three members present in person or by proxy having the right to vote on the resolution; or

58.1.3 a member or members present in person or by proxy representing in aggregate not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution; or

58.1.4 a member or members present in person or by proxy holding shares conferring the right to vote on the resolution 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,

and a demand for a poll by a person as proxy for a member shall be as valid as if the demand were made by the member himself.

58.2 No poll may be demanded on the appointment of a chairman of the meeting.

58.3 A 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. 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.

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

59 Taking a poll

59.1 If a poll is demanded (and the demand is not withdrawn), it shall be taken at such time (either at the meeting at which the poll is demanded or within thirty days after the meeting), at such place and in such manner as the chairman of the meeting shall direct and he may appoint scrutineers (who need not be members).

59.2 A poll demanded on a question of adjournment shall be taken at the meeting without adjournment.

59.3 It shall not be necessary (unless the chairman of the meeting otherwise directs) for notice to be given of a poll whether taken at or after the meeting at which it was demanded.

59.4 On a poll votes may be given either personally or by proxy and a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

59.5 The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

60 Continuance of business after demand for poll

The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

61 Intentionally left blank

VOTES OF MEMBERS

62 Voting rights

Subject to the provisions of these Articles and to any special rights or restrictions as to voting for the time being attached to any shares:

- (a) on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member, shall have one vote; and
- (b) on a poll, every member who is present in person or by proxy shall have one vote for every Ordinary Share in the Company held by him.

63 Representation of corporations

Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any meeting of the Company or of any class of members of the Company; and the representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member present at the meeting in person, including (without limitation) power to vote on a show of hands or on a poll and to demand or concur in demanding a poll.

64 Voting rights of joint holders

If more than one of the joint holders of a share tenders a vote on the same resolution, whether personally or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote(s) of the other joint holder(s); and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the relevant share.

65 Voting rights of members incapable of managing their affairs

A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person in the nature of a receiver or curator bonis appointed by that court, and the receiver, curator bonis or other person may, on a poll, vote by

proxy. Evidence to the satisfaction of the board of the authority of the person claiming the right to vote shall be produced at the office (or at such other place as may be specified for the deposit of instruments appointing a proxy) not later than the last time by which an instrument appointing a proxy must be deposited in order to be valid for use at the meeting or adjourned meeting or on the holding of the poll at or on which that person proposes to vote and, in default, the right to vote shall not be exercisable.

66 Voting rights suspended where sums overdue

Unless the board otherwise decides, a member shall not be entitled to vote, either in person or by proxy, at any general meeting or at any separate general meeting of the holders of any class of shares in the Company in respect of any share held by him unless all calls and other sums presently payable by him in respect of that share have been paid.

67 Objections to admissibility of votes

No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting or poll at which the vote objected to is or may be given or tendered, and every vote not disallowed at such meeting or poll shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

PROXIES

68 Proxies

68.1 A member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Company. A proxy need not be a member of the Company and a member may appoint more than one proxy to attend on the same occasion provided that they are each able to exercise rights attached to different shares.

68.2 Deposit of an instrument of proxy shall not preclude a member from attending and voting in person at the meeting or on the poll concerned.

68.3 Without prejudice to **Article 70.2**, no instrument of proxy shall be valid except for the meeting or meetings mentioned in it (including on any poll demanded at any such meeting).

68.4 An instrument of proxy is valid for twelve months from the date of execution.

69 Form of proxy

69.1 The appointment of a proxy shall be in any usual or common form or any other form which the board shall from time to time approve or accept or in any other

form permitted by law.

- 69.2 An instrument appointing a proxy shall be in writing signed by the appointor, or his agent duly authorised in writing, or, if the appointor is a corporation, shall either be executed under its common seal or be signed by some agent or officer authorised for that purpose. The board may, but shall not be bound to, require evidence of the authority of any such agent or officer.
- 69.3 The signature on an instrument appointing a proxy need not be witnessed.
- 69.4 The appointment of a proxy may, insofar as is permitted by law and by the directors and subject to such conditions as may be laid down by the directors, be contained in an electronic communication sent to an address notified by or on behalf of the Company for that purpose.

70 Deposit of proxy in writing

- 70.1 An instrument in writing appointing a proxy:

- 70.1.1 shall be deposited at the office (or at such other place as may be specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting) at least 48 hours before the time fixed for holding the meeting at which the person named in the instrument proposes to vote; or

- 70.1.2 in the case of a poll taken more than 48 hours after it is demanded or in the case of an adjourned meeting to be held more than 48 hours after the time fixed for holding the original meeting, shall be deposited at the office (or at such other place as may be specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting) at least 24 hours before the time appointed for the taking of the poll or, as the case may be, the time fixed for holding the adjourned meeting; or

- 70.1.3 in the case of a poll which is not taken at the meeting at which it is demanded but is taken 48 hours or less after it is demanded, or in the case of an adjourned meeting to be held 48 hours or less after the time fixed for holding the original meeting, shall be delivered at the meeting at which the poll is demanded or, as the case may be, at the original meeting, to the chairman of the meeting or to the secretary or to any director or as directed at the meeting by the chairman of the meeting, and in default the instrument of proxy shall not be treated as valid,

and in calculating the periods referred to in this **Article 70.1**, no account shall be taken of any part of a day that is not a working day.

- 70.2 An instrument of proxy shall, unless the contrary is stated therein, be valid for any adjournment of any meeting to which it relates.

- 70.3 An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.
- 70.4 In the case of an instrument in writing signed by an agent of a member who is not a corporation, there shall also be deposited, in the manner set out in **Article 70.1**, the authority under which the instrument is signed or an office copy of it or a copy of it certified in accordance with section 3 of the Powers of Attorney Act 1971.
- 70.5 In the case of an instrument in writing signed by an officer or agent of a corporation, the directors may also require there to be deposited, in the manner set out in **Article 70.1**, the authority under which the instrument is signed, or a notarially certified copy of it, or such other authorities or documents as shall be specified in the notice of the relevant meeting or in any instrument of proxy issued by the Company in connection with the relevant meeting.
- 70.6 In the case of an instrument of proxy in writing, if the instrument of proxy and any of the documents required under **Article 70.4** or **Article 70.5** are not deposited in the manner required, the person named in the instrument of proxy shall not be entitled to vote in respect of the shares in question.
- 70.7 If two or more valid but differing instruments of proxy in writing are deposited in respect of the same share for use at the same meeting or poll, the one which is last deposited (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others and if the Company is unable to determine which was last deposited, none of them shall be treated as valid.

71 Proxy contained in an electronic communication

- 71.1 An appointment of a proxy contained in an electronic communication shall be received by the Company at an address within the United Kingdom specified in the notice convening the meeting or in any instrument of proxy sent out, or invitation contained in an electronic communication to appoint a proxy issued by the Company, in relation to the meeting not later than the time which is specified in **Article 70.1** for the deposit of an instrument in writing appointing a proxy before the holding of the meeting or adjourned meeting or poll at which the person named in the appointment proposes to vote and in default the appointment shall not be treated as valid.
- 71.2 If two or more valid but differing appointments of a proxy contained in electronic communications are received by the Company in respect of the same share for use at the same meeting or poll, the appointment which is last received (regardless of the time of its transmission) shall be treated as replacing and revoking the other such appointment or appointments.
- 71.3 If a valid instrument of proxy in writing is deposited as required by **Article 70** and a valid appointment of a proxy contained in an electronic communication is

received by the Company in respect of the same share for use at the same meeting or poll, the appointment which is last so deposited or received (regardless of its date or the date of its execution or of the time of its transmission) shall be treated as replacing and revoking the other such appointment or appointments.

72 Notice of revocation of proxy

A vote given or poll demanded in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or the authority under which the proxy was executed or (until entered in the register) the transfer of the share in respect of which the vote is given, unless notice in writing of the death, insanity, revocation or transfer is received by the Company at the office (or at such other place at which the instrument of proxy, if in writing, was duly deposited) not later than the latest time at which the instrument of proxy should have been deposited with or received by the Company in order to be valid for use at the meeting or adjourned meeting at which the instrument of proxy is used, or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) 24 hours before the time for the taking of the poll at which the vote is cast.

DIRECTORS

73 Number of directors

The directors (other than alternate directors) shall not, unless otherwise determined by an ordinary resolution of the Company, be less than three but there shall be no maximum number of directors.

74 Directors need not be members

A director need not be a member of the Company. A director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings.

75 Age of directors

No person shall be disqualified from being appointed a director, and no director shall be required to vacate that office, by reason only of the fact that he has attained the age of seventy years or any other age; nor shall it be necessary by reason of his age to give special notice of any resolution.

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

76 Appointment of directors by the Company in general meeting

76.1 Subject to the provisions of these Articles, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

76.2 No person (other than a director retiring by rotation or otherwise) shall be appointed or re-appointed a director at any general meeting unless:

76.2.1 he is recommended by the board; or

76.2.2 not less than seven nor more than forty-two clear days before the date appointed for the meeting there has been given to the Company, by a member (other than the person to be proposed) entitled to vote at the meeting, notice of his intention to propose a resolution for the appointment of that person, stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors and a notice executed by that person of his willingness to be appointed.

77 Separate resolutions for appointment of each director

Every resolution of a general meeting for the appointment of a director shall relate to one named person and a single resolution for the appointment of two or more persons shall be void, unless a resolution that it shall be so proposed has been first agreed to by the meeting without any vote being cast against it.

78 The board's power to appoint directors

The board may appoint any person who is willing to act to be a director, either to fill a vacancy or by way of addition to their number. Any director so appointed shall retire from office at the next annual general meeting of the Company, but shall then be eligible for re-appointment and shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting.

79 Retirement of directors

79.1 At each annual general meeting any director who has been appointed by the board since the previous annual general meeting and any director selected to retire by rotation shall retire from office.

79.2 A retiring director shall be eligible for re-appointment and (unless he is removed from office or his office is vacated in accordance with these Articles) shall retain office until the close of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his place or the resolution to re-appoint him is put to the meeting and lost.

79.3 If at any meeting at which the appointment of a director ought to take place the office vacated by a retiring director is not filled, the retiring director, if willing to act, shall be deemed to be re-appointed, unless at the meeting a resolution is passed not to fill the vacancy or to appoint another person in his place or unless the resolution to reappoint him is put to the meeting and lost.

80 Selection of directors to retire by rotation

80.1 At each annual general meeting:-

80.1.1 one-third of the directors or, if their number is not an integral multiple of three, the number nearest to one-third but not exceeding one-third shall retire from office (but so that if there are fewer than three directors who are subject to retirement by rotation one shall retire); and

80.1.2 any director who is not required to retire by rotation in accordance with **Article 80.1.1** but who has been in office for three years or more since his appointment or his last re-appointment or who would (but for the operation of this **Article 80.1.2**) have held office at not less than three consecutive annual general meetings of the Company without retiring shall retire from office.

80.2 The directors to retire by rotation at each annual general meeting in accordance with **Article 80.1.1** shall be the directors who, at the date of the notice of the meeting, have been longest in office since their last appointment or re-appointment, but as between persons who became or were last re-appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

80.3 The names of the directors to retire by rotation shall be stated in the notice of the annual general meeting or in any document accompanying the notice. The directors to retire on each occasion (both as to number or identity) shall be determined by the composition of the board at the start of business on the date of the notice convening the annual general meeting and no directors shall be required to retire or be relieved from retiring by reason of any change in the number or identity of the directors after that time but before the close of the meeting.

81 Removal of directors

81.1 Without prejudice to the provisions of the Statutes, the Company may by ordinary resolution remove any director before his period of office has expired notwithstanding anything in these Articles or in any agreement between him and the

Company.

- 81.2 A director may also be removed from office by the service on him of a notice to that effect signed by all the other directors.
- 81.3 Any removal of a director under this Article shall be without prejudice to any claim which such director may have for damages for breach of any agreement between him and the Company.

82 Vacation of office of director

Without prejudice to the provisions of these Articles for retirement or removal, the office of a director shall be vacated:

- (a) if he is prohibited by law from being a director; or
- (b) if he becomes bankrupt or he makes any arrangement or composition with his creditors generally; or
- (c) if he is, or may be, suffering from mental disorder and in relation to that disorder either he is admitted to hospital for treatment or an order is made by a court (whether in the United Kingdom or elsewhere) for his detention or for the appointment of some person to exercise powers with respect to his property or affairs; or
- (d) if for more than six consecutive months he is absent (whether or not an alternate director attends in his place), without special leave of absence from the board, from meetings of the board held during that period and the board resolves that his office be vacated; or
- (e) if he serves on the Company notice of his wish to resign, in which event he shall vacate office on the service of that notice on the Company or at such later time as is specified in the notice.

83 Executive directors

- 83.1 The board may appoint one or more directors to hold any executive office or employment under the Company (including that of chairman, chief executive or managing director) for such period (subject to the provisions of the Statutes) and on such terms as it may decide and may revoke or terminate any appointment so made without prejudice to any claim for damages for breach of any contract of service between the director and the Company.
- 83.2 The remuneration of a director appointed to any executive office or employment shall be fixed by the board and may be by way of salary, commission, participation in profits or otherwise and either in addition to or inclusive of his remuneration as a director.
- 83.3 A director appointed to any executive office or employment shall automatically cease to hold that office if he ceases to be a director.

ALTERNATE DIRECTOS

84 Power to appoint alternate directors

- 84.1 Each director may appoint another director or any other person (other than an alternate director) who is willing to act as his alternate and may remove him from that office. The appointment as an alternate director of any person who is not himself a director shall be subject to the approval of a majority of the directors or a resolution of the board.
- 84.2 An alternate director shall be entitled to received notice of all meetings of the board and of all meetings of committees of which the director appointing him is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and at the meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at the meeting the provisions of these Articles shall apply as if he were a director.
- 84.3 Every person acting as an alternate director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the provisions of these Articles relating to directors and shall alone be responsible to the Company for his acts and defaults and shall be entitled to be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director.
- 84.4 Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present.
- 84.5 Any person appointed as an alternate director shall vacate his office as alternate director if the director by whom he has been appointed vacates his office as director (otherwise than by retirement at a general meeting of the Company at which he is re-elected) or removes him by notice to the Company or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office.
- 84.6 Every appointment or removal of an alternate director shall be by notice in writing signed by the appointor (or in any other manner approved by the board) and shall be effective (subject to **Article 84.1**) on delivery at the office, to the secretary or at a meeting of the board.

REMUNERATION, EXPENSES AND PENSIONS

85 Remuneration of directors

The directors (other than any director who for the time being holds an executive office or employment with the Company or a subsidiary of the Company) shall be

paid out of the funds of the Company by way of remuneration for their services as directors such fees not exceeding in aggregate, 250,000 per annum (or such larger sum as the Company may, by ordinary resolution, determine) as the directors may decide to be divided among them in such proportion and manner as they may agree or, failing agreement, equally. Any fee payable under this Article shall be distinct from any remuneration or other amounts payable to a director under other provisions of these Articles and shall accrue from day to day.

86 Special remuneration

- 86.1 The board may grant special remuneration to any director who performs any special or extra services to or at the request of the Company.
- 86.2 Such extra or special remuneration may be paid by way of lump sum, salary, commission, participation in profits or otherwise as the board may decide in addition to any remuneration provided for by or pursuant to any other Article.

87 Expenses

A director shall be paid out of the funds of the Company all travelling, hotel and other expenses properly incurred by him in and about the discharge of his duties, including his expenses of travelling to and from meetings of the board, committee meetings, general meetings and separate meetings of the holders of any class of securities of the Company.

88 Pensions and other benefits

The board may exercise all the powers of the Company to pay, provide or procure the grant of pensions or other retirement or superannuation benefits and death, disability or other benefits, allowances or gratuities to any person who is or has been at any time a director of the Company or in the employment or service of the Company or of any company which is or was a subsidiary of or associated with the Company or of the predecessors in business of the Company or any such subsidiary or associated company or the relatives or dependants of any such person. For that purpose the board may procure the establishment and maintenance of, or participate in or contribute to, any non-contributory or contributory pension or superannuation fund, scheme or arrangement and pay insurance premiums.

89 Directors' and officers' liability insurance

Without prejudice to the provisions of **Article 141**, the board may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability or expense incurred by him in relation to the Company or any Associated Company of the Company or any third party in respect of any act or omission in the actual or purported discharge of the duties of the relevant office concerned or otherwise in connection with the holding of that relevant office and for this purpose "relevant office" means that of director, officer (other

than an auditor) or employee of the Company or any company which is or was an Associated Company of the Company or any predecessor in business of the Company or of any such Associated Company or that of trustee of any pension fund or retirement, death or disability scheme or other trust for the benefit of any officer or employee or former officer or former employee of the Company or any such Associated Company or of any such predecessor in business or their respective dependants.

POWERS OF THE BOARD

90 General powers of the board to manage company's business

90.1 The business of the Company shall be managed by the board which may exercise all the powers of the Company, subject to the provisions of the Statutes, the Memorandum of Association of the Company, these Articles and any special resolution of the Company. No special resolution or alteration of the Memorandum of Association of the Company or these Articles shall invalidate any prior act of the board which would have been valid if the resolution had not been passed or the alteration had not been made.

90.2 The powers given by this Article shall not be limited by any special authority or power given to the board by any other Article or any resolution of the Company.

91 Power to act notwithstanding vacancy

The continuing directors or the sole continuing director at any time may act notwithstanding any vacancy in their number; but, if the number of directors is less than the minimum number fixed by or in accordance with these Articles, they or he may act for the purpose of filling up vacancies or calling a general meeting of the Company, but not for any other purpose. If no director is able to act, then any two members may summon a general meeting for the purpose of appointing directors.

92 Provisions for employees

The board may exercise any of the powers conferred by the Statutes to make provision for the benefit of any persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries.

93 Power to borrow money

93.1 Subject to the provisions of the Statutes and to **Article 93.2**, 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 (both present and future) and uncalled capital and 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.

93.2 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 subsidiary undertakings (if any) so as to secure (but as regards subsidiary undertakings only so far as by such exercise it can secure) that the aggregate principal amount outstanding at any time in respect of all borrowings by the Group (exclusive of any Group company's borrowings which are owed to another Group company) will not, without the previous sanction of the Company in general meeting, exceed:

93.2.1 four times adjusted capital and reserves; or

93.2.2 any higher limit fixed by ordinary resolution of the Company which is applicable at the relevant time.

93.3 In this Article:

93.3.1 "**adjusted capital and reserves**" means the aggregate of:

- (a) the amount paid up on the issued or allotted share capital of the Company; and
- (b) the amounts standing to the credit of the reserves of the Group (including share premium account, capital redemption reserve, property revaluation reserve and unappropriated balance of investment or other grants), after adding or deducting any balance standing to the credit or debit of the Group's profit and loss account;

all as shown in the relevant balance sheet but after:

- (i) making such adjustments as may be appropriate in respect of:
 - (a) any variation in the amount of the paid up share capital, the share premium account or capital redemption reserve since the date of the relevant balance sheet and so that for this purpose if any proposed allotment of shares by the Company for cash has been underwritten or agreed to be subscribed then these shares shall be deemed to have been allotted and the amount (including any premium) of the subscription monies payable (not being monies payable later than six months after the date of allotment) shall be deemed to have been paid up on the date when the issue of the shares was underwritten or agreed to be subscribed (or if the underwriting or subscription agreement was conditional, the date on which it became unconditional);
 - (b) any undertaking which was not a subsidiary undertaking at the date

of the relevant balance sheet but which would be a subsidiary undertaking if Group accounts were prepared as at the relevant time (and as if such time were the end of the Company's financial year) or any undertaking which was a subsidiary undertaking but which would no longer be so if Group accounts were to be so prepared at the relevant time;

- (ii) excluding (so far as not already excluded):
 - (A) amounts attributable to the share capital of any undertaking not owned by a Group company;
 - (B) any sum set aside for taxation;
- (iii) deducting the amount of any distribution declared, recommended or made by any Group company to a person other than a Group company out of profits accrued up to and including the date of (and not provided for in) the relevant balance sheet; and
- (iv) making such other adjustments (if any) as the board may consider appropriate or necessary and as are approved by the auditors;

93.3.2 "**borrowings**" include the following except insofar as otherwise taken into account:

- (a) the principal amount (together with any fixed or minimum premium payable on final repayment) of a debenture of a Group company, whether issued for cash or not;
- (b) the outstanding amount raised by acceptances under an acceptance credit or bills facility opened by a bank or acceptance house on behalf of or in favour of a Group company, excluding acceptances of trade bills relating to goods purchased in the ordinary course of trading;
- (c) the nominal or principal amount of any share capital, debenture or borrowing of any person (together, in each case, with any fixed or minimum premium payable on final repayment) to the extent that a Group company has guaranteed their payment or repayment or entered into any indemnity against their non-payment or non-repayment or has given a mortgage or charge on the undertaking or any asset or any uncalled share capital of a Group company which secures their payment or repayment;
- (d) the nominal amount of any allotted or issued and paid up share capital (other than equity share capital) of any subsidiary undertaking of the Company, being a body corporate, where such capital is not

for the time being beneficially owned by other members of the Group;

- (e) the aggregate amount owing by any member of the Group under finance leases (as determined in accordance with United Kingdom generally accepted accounting principles but excluding leaseholds of immovable property);
- (f) the principal amount of any book debts of any member of the Group which have been sold or agreed to be sold, to the extent that any member of the Group is for the time being liable to indemnify or reimburse the purchaser in respect of any non-payment in respect of such book debts; and
- (g) any part of the purchase price of any movable or immovable assets acquired by any member of the Group, the payment of which is deferred beyond the date of completion of the conveyance, assignment or transfer of the legal estate to such assets or, if no such conveyance, assignment or transfer is to take place within six months after the date on which the contract for such purchase is entered into or (if later) becomes unconditional, beyond that date;

but exclude the following:

- (i) borrowings made or incurred by a Group company to repay within six months all or part of other borrowings made by it or another Group company, but only pending their application for that purpose during that period;
- (ii) a proportionate amount of the borrowings of a partly-owned subsidiary undertaking of the Company corresponding to the minority interest, that is to say, the proportion of the undertaking's equity share capital not directly or indirectly attributable to the Company; and
- (iii) the amount of an undertaking's borrowings outstanding on the date when it became a Group company and the amount of the borrowings of any person other than a Group company which were secured by any mortgage or other security over an asset acquired by a Group company and which were outstanding on the date of the acquisition, but only until six months after the date on which the undertaking became a Group company or the asset was acquired;

93.3.3 "**Group**" means the Company and its subsidiary undertakings from time to time;

93.3.4 "**Group company**" means any company in the Group; and

93.3.5 "**relevant balance sheet**" means the audited consolidated balance sheet dealing with the state of affairs of the Company and its subsidiary

undertakings comprised in the latest Group accounts.

- 93.4 For the purpose of any calculation under this **Article 93**, a borrowing denominated or repayable in a currency other than sterling shall be translated into sterling:

93.4.1 at the London exchange rate for the date as at which the calculation is being made; or

93.4.2 if this would yield a lower ratio of borrowings to adjusted capital and reserves, at the London exchange rate on the first day of the financial year of the Company current when the calculation is being made.

In this **Article 93.4 "currency"** includes a unit of account defined by reference to several currencies; and **"the London exchange rate"** for any date is the spot rate of exchange quoted by a first class bank selected by the board in London at or about 11.00 a.m. on the business day before that date.

- 93.5 The limit imposed under this **Article 93** shall be deemed not to have been breached until the amount of borrowings has exceeded that limit for 30 consecutive days. This provision overrides all other provisions of this **Article 93**.

- 93.6 A certificate or report by the Company's auditors:

93.6.1 as to the amount of adjusted capital and reserves or the amount of borrowings, or

93.6.2 to the effect that the limit imposed under this **Article 93** was not exceeded or breached at a particular date,

shall be conclusive evidence as to that amount or fact.

- 93.7 If the Company has joint auditors, references in this Article to the Company's auditors are to any of the joint auditors.

- 93.8 No lender or other person dealing with any Group company need enquire whether the limit imposed under **Article 93.2** has been or will be complied with.

- 93.9 A borrowing or security resulting in a breach of the limit shall not be void; nor shall it be voidable at the instance of the Company or any other Group company.

DELEGATION OF BOARD'S POWERS

- 94 **Delegation to individual directors**

The board may entrust to and confer upon any director any of its powers, authorities and discretions (with power to sub-delegate) on such terms and conditions as it thinks fit and may revoke or vary all or any of them, but no person dealing in good faith shall be affected by any revocation or variation.

95 Committees

- 95.1 The board may delegate any of its powers, authorities and discretions (with power to sub-delegate) including without prejudice to the generality of the foregoing all powers, authorities and discretions whose exercise involves or may involve the payment of remuneration to, or the conferring of any other benefit on, all or any of the directors to any committee consisting of such person or persons (whether directors or not) as it thinks fit, provided that the majority of the members of the committee are directors and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors. The board may make any such delegation on such terms and conditions as it thinks fit and may revoke or vary any such delegation and discharge any committee wholly or in part, but no person dealing in good faith shall be affected by any revocation or variation. Insofar as any such power or discretion is delegated to a committee, any reference in these Articles to the exercise by the directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may be imposed on it by the board.
- 95.2 The proceedings of a committee with two or more members shall be governed by any regulations imposed on it by the board and (subject to such regulations) by the provisions of these Articles regulating the proceedings of the board so far as they are capable of applying.

96 Local boards

- 96.1 The board may establish any local or divisional board or agency for managing any of the affairs of the Company whether in the United Kingdom or elsewhere and may appoint any persons to be members of a local or divisional board, or to be managers or agents, and may fix their remuneration.
- 96.2 The board may delegate to any local or divisional board, manager or agent any of its powers, authorities and discretions, other than its power to make calls, forfeit shares, borrow money or issue shares or other securities, and may authorise the members of any local or divisional board (with power to sub-delegate) or any of them to fill any vacancies and to act notwithstanding vacancies.
- 96.3 Any appointment or delegation under this **Article 96** may be made on such terms and subject to such conditions as the board thinks fit and the board may remove any person so appointed, and may revoke or vary any delegation, but no person dealing in good faith shall be affected by the revocation or variation.

97 Powers of attorney

The board may by power of attorney or otherwise appoint any person to be the

agent of the Company on such terms (including terms as to remuneration) as it may decide and may delegate to any person so appointed any of its powers, authorities and discretions (with power to sub-delegate). The board may remove any person appointed under this Article and may revoke or vary the delegation, but no person dealing in good faith shall be affected by the revocation or variation.

98 President

- 98.1 The board may appoint any person who, in its opinion, has rendered outstanding services to the Company to be president to the Company.
- 98.2 The appointment may be made for a fixed or ascertainable term or for life and a president so appointed may be removed from his appointment only by ordinary resolution of the Company in general meeting or the appointment may be made without specifying its term and a president so appointed may be removed from his appointment either by ordinary resolution or by the board.
- 98.3 The president need not be a director of the Company and shall not by reason only of his being president be deemed to be a director or an officer of the Company for the purposes of the Statutes, but may, if invited to do so by the board, attend and speak at any meeting of the directors and any general meeting. The president shall not, unless he is also a director, be entitled to vote at any meeting of the directors.
- 98.4 The remuneration and other terms and conditions of any such appointment shall be fixed by the board.

99 Designation as "director"

The board may, at any time and from time to time, appoint any person (not being a director) to any executive position or employment under the Company having a title or designation which includes the word "**director**" and may terminate any such appointment. The inclusion of the word "**director**" in the title or designation of any such position or employment shall not imply that the holder is a director of the Company or that he is authorised or empowered to act as, or is liable as, a director of the Company in any respect and he shall not be deemed to be a director for any purpose.

DIRECTORS' INTERESTS

100 Directors' interests and voting

- 100.1 Subject to the provisions of the Statutes a director shall not be disqualified by his office from entering into any contract with the Company, either with regard to his tenure of any office or position in the management, administration or conduct of the business of the Company or as vendor, purchaser or otherwise. Subject to the interest of the director being duly declared, a contract entered into by or on behalf of the Company in which any director is in any way interested shall not be liable

to be avoided; nor shall any director so interested be liable to account to the Company for any benefit resulting from the contract by reason of the director holding that office or of the fiduciary relationship established by his holding that office.

- 100.2 A director may hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period (subject to the provisions of the Statutes) and upon such terms as the board may decide and may be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the board may decide, either in addition to or in lieu of any remuneration under any other provision of these Articles.
- 100.3 A director may be or become a member or director of, or hold any other office or place of profit under, or otherwise be interested in, any other company in which the Company may be interested and shall not be liable to account to the Company for any benefit received by him as a member or director of, or holder of any other office or place of profit under, or his other interest in, that company.
- 100.4 The board may cause the voting rights conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of that other company to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the directors or any of them as directors or officers of the other company or voting or providing for the payment of any benefit to the directors or officers of the other company).
- 100.5 A director may act by himself or his firm in a professional capacity for the Company (except as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.
- 100.6 If a director is in any way, directly or indirectly, interested in a proposed or existing transaction or arrangement with the Company, he must declare the nature and extent of that interest in accordance with the Statutes.⁶
- 100.7 A director shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning his own appointment (including fixing or varying its terms), or the termination of his own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested but, where proposals are under consideration concerning the appointment (including fixing or varying its terms), or the termination of the appointment, of two or more directors to offices or places of profit with the Company or any other company in which the Company is interested, those proposals may be divided and a separate resolution may be put in relation to each director and in that case each of the directors concerned (if not otherwise debarred from voting under this **Article 100**) shall be entitled to vote (and be counted in the quorum) in respect of each resolution unless it concerns his own appointment or the termination of his own appointment.

100.8 A director shall not be entitled to vote on a resolution (or attend or count in the quorum at those parts of a meeting regarding such resolution) relating to a transaction or arrangement with the Company in which he is interested, save:

- (a) where the other directors resolve that the director concerned should be entitled to do so in circumstances where they are satisfied that the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (b) in any of the following circumstances:
 - (i) the giving of any guarantee, security or indemnity in respect of money lent or obligations incurred by the director or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;
 - (ii) the giving of any guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which the director has himself assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;
 - (iii) any contract concerning an offer of shares, debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase in which offer the director is or may be entitled to participate as a holder of securities or he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;
 - (iv) any contract in which the director is interested by virtue of his interest in shares, debentures or other securities of the Company or otherwise in or through the Company;
 - (v) any contract concerning any other company in which the director is interested, directly or indirectly and whether as an officer, shareholder, creditor or otherwise, unless the company is one in which he has a relevant interest and for this purpose:
 - (A) a company shall be deemed to be one in which a director has a relevant interest if and so long as he (together with persons connected with him within the meaning of sections 252 to 255 of the 2006 Act) to his knowledge holds an interest in shares (as determined pursuant to sections 820 to 825 of the 2006 Act) representing 1% or more of any class of the equity share capital of that company or of the voting rights available to members of that company or if he can cause 1% or more of those voting rights to be exercised at his direction; and

(B) where a company in which a director is deemed for the purposes of this Article to have a relevant interest is materially interested in a contract, he shall also be deemed to be materially interested in that contract;

(vi) any contract relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates; and

(vii) any proposal concerning the purchase or maintenance of insurance for the benefit of persons including directors.

100.9 In the case of an alternate director, an interest of his appointor shall be treated as an interest of the alternate in addition to any interest which the alternate otherwise has.

100.10 If any question arises at any meeting as to the entitlement of any director (other than the chairman of the meeting) to vote, count in the quorum or attend any part of the meeting and the question is not resolved by such director voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting and his ruling in relation to the director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the director concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairman of the meeting and is not resolved by his voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the board (for which purpose the chairman shall not be counted in the quorum and shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairman, so far as known to him, has not been fairly disclosed.

100.11 In this Article references to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract.

100.12 In this Article 100, a director is treated as being interested in a transaction or arrangement with the Company in which a person connected with that director within the meaning of section 252 of the 2006 Act is interested and the director is aware of such interest.

100A Authorisation of conflicts of interest

100A.1 In this Article 100A, a "conflict of interest" means, in relation to any person, an interest or duty which that person has which directly or indirectly conflicts or may conflict with the interests of the Company or the duties owed by that person to the Company but excludes a conflict of interest arising in relation to a transaction or arrangement with the Company (to which the provisions of Article 100 apply).

100A.2 Where a situation occurs or is anticipated to occur which gives rise or

may give rise to a conflict of interest on the part of any director ("Conflicted Director") (other than a situation which cannot reasonably be regarded as likely to give rise to a conflict of interest), the matter shall be referred to the directors other than the Conflicted Director (the "Non-Conflicted Directors").

- 100A.3 The Non-Conflicted Directors shall meet to consider the matter as soon as practicable after the matter is referred to them and they have received all relevant particulars relating to the situation. The quorum for a meeting of the Non-Conflicted Directors shall be the same as for a meeting of the board.
- 100A.4 The Non-Conflicted Directors shall have authority to authorise any matter which gives rise to the conflict of interest concerned on such terms as they think fit. Any terms on which the matter in question is authorised may be varied by the Non-Conflicted Directors from time to time and the Non-Conflicted Directors may revoke such authority at any time insofar as it has not already been acted on. The Non-Conflicted Directors shall communicate their decisions promptly to each Conflicted Director.
- 100A.5 A Conflicted Director shall not be entitled to any information which is relevant to the matter giving rise to the conflict of interest except to the extent authorised by the Non-Conflicted Directors.
- 100A.6 Where a matter giving rise to a conflict of interest is authorised by the Non-Conflicted Directors, the Conflicted Director shall:
- (a) be released from any duty to disclose to the Company any confidential information relating to the matter in question which he receives or has received from a third party; and
 - (b) save as otherwise determined by the Non-Conflicted Directors at the time when they authorise the matter, not be accountable to the Company for any benefit which he derives from such matter (excluding a benefit conferred on the director by a third party by reason of his being a director of the Company or by reason of his doing or not doing anything as a director of the Company).
- 100A.7 Any confidential information which a Conflicted Director has received from the Company or in his capacity as a director of the Company shall not be disclosed by him to any third party except insofar as permitted by the Non-Conflicted Directors.
- 100A.8 The directors may authorise a matter which may give rise to a conflict of interest on the part of a person who is proposed to be appointed as a director to the board and any authorisation of such matter by the directors shall apply in relation to such person on his appointment as a director.

PROCEEDINGS OF THE BOARD

101 Board meetings

The board may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director at any time may, and the secretary at the request of a director at any time shall, summon a board meeting.

102 Notice of board meetings

Notice of a board meeting shall be deemed to be properly given to a director if it is given to him personally or by word or mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose or sent by electronic communication to him at an address given by him to the Company for this 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 sent in writing or by electronic communication 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.

103 Quorum

The quorum necessary 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. Subject to the provisions of these Articles, any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the board meeting if no other director objects and if otherwise a quorum of directors would not be present.

104 Chairman or deputy chairman to preside

The chairman, or failing him any deputy chairman (the senior in office taking precedence, if more than one is present), shall, if present and willing, preside at all meetings of the directors but, if no chairman or deputy chairman has been appointed or if he is not present within five minutes after the time fixed for holding the meeting or is unwilling to act as chairman of the meeting, the directors present shall choose one of their number to act as chairman of the meeting.

105 Competence of meetings

A meeting of the board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the board.

106 Voting

Questions arising at any meeting shall be determined 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.

107 Telephone and video conference meetings

107.1 A meeting of the board may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:-

107.1.1 to hear each of the other participating directors addressing the meeting;
and

107.1.2 if he wishes, to address all of the other participating directors simultaneously, whether by conference telephone or by video conference or by any other form of communications equipment (whether in use when these Articles are adopted or developed subsequently) or by a combination of any such methods.

107.2 A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum, subject to the provisions of **Article 103**.

107.3 A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

108 Resolutions in writing

A resolution in writing signed or approved by all the directors entitled to notice of a meeting of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted. The resolution may be contained in one document or in several documents in like form, each signed or approved by one or more of the directors concerned. For the purpose of this Article:

- (a) the signature or approval of an alternate director (if any) shall suffice in place of the signature of the director appointing him; and
- (b) the approval of a director or alternate director shall be evidenced in writing (or in any manner approved by the board).

109 Validity of acts of directors in spite of formal defect

All acts bona fide done by the board, or of a committee, or by any person acting as a director or member of a committee, shall notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the board or committee or of the person so acting, or that they or any of them were

disqualified or had vacated office or were not entitled to vote be as valid as if every such person had been duly appointed and qualified to be a director and had continued to be a director or member of the committee and had been entitled to vote.

110 Minutes

The board shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the board;
- (b) of the names of all the directors present at each meeting of the board and of any committee; and
- (c) of all resolutions and proceedings of all meetings of the Company and of any class of members, and of the directors and of any committee (including any meetings held in accordance with **Article 107**).

SECRETARY

111 Secretary

The secretary shall be appointed by the board for such term, at such remuneration and on such conditions as it thinks fit, and the board may remove from office any person so appointed (without prejudice to any claim for damages for breach of any contract between him and the Company). If thought fit two or more persons may be appointed as joint secretaries. The board may also appoint from time to time on such terms as it may think fit one or more deputy and/or assistant secretaries.

SEAL

112 Seal

112.1 The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the board.

112.2 The board shall provide for the safe custody of every seal of the Company.

112.3 A seal shall be used only by the authority of the board or a duly authorised committee. The board may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with or affixed by some mechanical means.

112.4 Unless otherwise decided by the board:

112.4.1 certificates for shares, debentures or other securities of the Company need not be signed; and

112.4.2 every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors.

AUTHENTICATION OF DOCUMENTS

113 Authentication of documents

Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate any document affecting the constitution of the Company and any resolution passed at a general meeting or at a meeting of the directors or any committee, and any book, record, document or account relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any book, record, document or account is elsewhere than at the office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the directors as aforesaid. A document purporting to be a copy of any such resolution, or an extract from the minutes of any such meeting, which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS

114 Declaration of dividends by the Company

The Company may, by ordinary resolution, declare a dividend to be paid to the members, according to their respective rights and interest in the profits, and may fix the time for payment of such dividend, but no dividend shall exceed the amount recommended by the board.

115 Fixed and interim dividends

The board may pay such interim dividends as appear to the board to be justified by the financial position of the Company and may also pay any dividend payable at a fixed rate at intervals settled by the board, whenever the financial position of the Company, in the opinion of the board, justifies its payment. If the board acts in good faith, none of the directors shall incur any liability to the holders of shares conferring preferred rights for any loss they may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.

116 Calculation and currency of dividends

116.1 Except insofar as the rights attaching to, or the terms of issue of, any share otherwise provide:-

116.1.1 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 no amount paid up on a share in advance of calls shall be treated for the purposes of

this Article as paid up on the share;

116.1.2 all dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; and

116.1.3 dividends may be declared or paid in any currency.

116.2 The board may agree with any member that dividends which may at any time or from time to time be declared or become due on his shares in one currency shall be paid or satisfied in another, and may agree the basis of conversion to be applied and how and when the amount to be paid in the other currency shall be calculated and paid and for the Company or any other person to bear any costs involved.

117 Method of payment

117.1 The Company may pay any dividend or other sum payable in respect of a share in cash or by cheque, dividend warrant, or money order and may send the same by post to the registered address of the holder or in the case of joint holders to the registered address of that person whose name stands first in the register, or to such person and address as the holder or joint holders may direct in writing. Every cheque, warrant, or order is sent at the risk of the person entitled to the money represented by it and shall be made payable to the order of the person or persons entitled and the payment of the cheque, warrant or order shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented by such cheque or warrant and shall (where relevant) be crossed in accordance with the Cheques Act 1992.

117.2 In addition, any such dividend or other sum may be paid by any bank or other funds transfer system or by such other means and to or through such person as the holder or joint holders may direct in writing, and the Company shall have no responsibility for any sums lost or delayed in the course of any such transfer or when it has acted on any such direction.

117.3 Any joint holder or other person jointly entitled to any share may give an effective receipt for all dividends and other moneys paid in respect of the share.

117.4 Any dividend or other sum payable in respect of a share may be paid to a person or persons entitled by transmission to that share as if he or they were the holder or joint holders of that share and his address (or the address of the first named of two or more persons jointly entitled) noted in the register were the registered address.

117.5 Any payment in the case of an uncertificated share may be made by means of the relevant system (subject always to the facilities and requirements of the relevant system) and without prejudice to the generality of the foregoing such payment may be made by the sending by the Company or any person on its behalf of an instruction to the Operator of the relevant system to credit the cash memorandum account (being an account so designated by the Operator of the relevant system) of the holder or joint

holders of such shares or, if permitted by the Company, of such other person as the holder or joint holders may in writing direct; and the making of a payment in accordance with the facilities and requirements of the relevant system concerned shall be a good discharge to the Company.

118 Dividends not to bear interest

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

119 Calls or debts may be deducted from dividends

The board may deduct from any dividend or other moneys payable to any person (either alone or jointly with another) on or in respect of a share all such sums as may be due from him (either alone or jointly with another) to the Company on account of calls or otherwise in relation to shares or other securities of the Company.

120 Unclaimed dividends etc.

All unclaimed dividends, interest or other sums payable may be invested or otherwise made use of by the board for the benefit of the Company until claimed. All dividends unclaimed for a period of twelve years after having been declared or become due for payment shall be forfeited and cease to remain owing by the Company. The payment of any unclaimed dividend, interest or other sum payable by the Company on or in respect of any share into a separate account shall not constitute the Company a trustee in respect of it.

121 Uncashed dividends

If:

- (a) a payment for a dividend or other sum payable in respect of a share sent by the Company to the person entitled to it in accordance with **Article 117** is left uncashed or is returned to the Company and, after reasonable enquiries, the Company is unable to establish any new address or, with respect to a payment to be made by a funds transfer system (including, without limitation, the relevant system), a new account for that person; or
- (b) such payment is left uncashed or returned to the Company on two consecutive occasions,

the Company shall not be obliged to send any dividends or other sums payable in respect of that share to that person until he notifies the Company of an address or, where the payment is to be made by a funds transfer system (including, without limitation, the relevant system), details of the account, to be used for the purpose.

122 Dividends in specie

122.1 With the sanction of an ordinary resolution of the Company and on the recommendation of the board, payment of any dividend may be satisfied wholly or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company.

122.2 Where any difficulty arises in regard to the distribution, the board may settle the difficulty as it thinks fit and in particular may issue fractional certificates or ignore fractions, and may fix the value for distribution of the specific assets or any part of them, and may determine that cash payments be made to any members upon the footing of the value so fixed in order to secure equality of distribution, and may vest any of the specific assets in trustees upon such trusts for the persons entitled to the dividend as the board may think fit.

123 **Scrip dividends**

123.1 The board may, if authorised by an ordinary resolution of the Company, offer any holders of any particular class of shares the right to elect to receive further shares (whether or not of that class), credited as fully paid, instead of cash in respect of all or part of any dividend specified by the ordinary resolution (a "**scrip dividend**") in accordance with the following provisions of this **Article 123**.

123.2 The ordinary resolution may specify a particular dividend (whether or not already declared) or may specify all or any dividends declared within a specified period, but such period may not end later than the conclusion of the fifth annual general meeting of the Company to be held following the date of the meeting at which the ordinary resolution is passed.

123.3 The basis of allotment shall be decided by the board so that, as nearly as may be considered convenient, the value of the further shares, including any fractional entitlement, is equal to the amount of the cash dividend which would otherwise have been paid.

123.4 For the purposes of **Article 123.3** the value of the further shares shall be calculated by reference to the average of the middle-market quotations for a fully paid share of the relevant class, as shown in the Daily Official List of the London Stock Exchange, for the day on which such shares are first quoted "**ex**" the relevant dividend and the four subsequent dealing days or in such other manner as the directors may decide.

123.5 The board shall give notice to the shareholders of their rights of election in respect of the scrip dividend and shall specify the procedure to be followed in order to make an election.

123.6 The dividend or that part of it in respect of which an election for the scrip dividend is made shall not be paid and instead further shares of the relevant class shall be allotted in accordance with elections duly made and the board shall capitalise a sum to the aggregate nominal amount of the shares to be allotted out of such sums available for the purpose as the directors may consider appropriate.

- 123.7 The further shares so allotted shall rank *pari passu* in all respects with the fully paid shares of the same class then in issue except as regards participation in the relevant dividend.
- 123.8 The board may decide that the right to elect for any scrip dividend shall not be made available to shareholders resident in any territory, where in the opinion of the board, compliance with local laws or regulations would be impossible or unduly onerous.
- 123.9 The board may do all acts and things considered necessary or expedient to give effect to the provisions of a scrip dividend election and the issue of any shares in accordance with the provisions of this Article, and may make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions under which, in whole or in part, the benefit of fractional entitlements accrues to the Company rather than to the members concerned).
- 123.10 The board may from time to time establish or vary a procedure for election mandates, under which a holder of shares may, in respect of any future dividends for which a right of election pursuant to this **Article 123** is offered, elect to receive shares in lieu of such dividend on the terms of such mandate.
- 123.11 The board shall not make a scrip dividend available unless the Company has sufficient unissued shares and undistributed profits or reserves to give effect to elections which could be made to receive that scrip dividend.

CAPITALISATION OF RESERVES

124 Capitalisation of reserves

- 124.1 The board may, with the authority of an ordinary resolution of the Company:-
- 124.1.1 resolve to capitalise any sum standing to the credit of any reserve account of the Company (including share premium account capital redemption reserve or other undistributable reserve) or any sum standing to the credit of profit and loss account not required for the payment of any preferential dividend (whether or not it is available for distribution); and
- 124.1.2 appropriate that sum as capital to the ordinary shareholders in proportion to the nominal amount of the ordinary share capital held by them respectively and apply that sum on their behalf in paying up in full any unissued shares or debentures of the Company of a nominal amount equal to that sum and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions or in paying up the whole or part of any amounts which are unpaid in respect of any issued shares in the Company held by them respectively, or otherwise deal with such sum as directed by the resolution provided that the share premium account and the capital redemption reserve and any sum not available for distribution in accordance with the Statutes may only be

applied in paying up unissued shares to be allotted credited as fully paid up.

- 124.2 Where any difficulty arises in respect of any distribution of any capitalised reserve or other sum, the board may settle the difficulty as it thinks fit and in particular may make such provisions as it thinks fit in the case of shares or debentures becoming distributable in fractions (including provisions under which, in whole or in part, the benefit of fractional entitlements accrues to the Company rather than the members concerned) or ignore fractions and may fix the value for distribution of any fully paid up shares or debentures and may determine that cash payments be made to any members on the footing of the value so fixed in order to secure equality of distribution, and may vest any shares or debentures in trustees upon such trusts for the persons entitled to share in the distribution as the board may think fit.
- 124.3 The board may also authorise any person to sign on behalf of the persons entitled to share in the distribution a contract for the acceptance by those persons of the shares or debentures to be allotted to them credited as fully paid under a capitalisation and any such contract shall be binding on all those persons.

125 Capitalisation of reserves and employees' share schemes

- 125.1 This **Article 125** (which is without prejudice to the generality of the provisions of **Article 124**) applies:-

125.1.1 where a person is granted pursuant to an employees' share scheme a right to subscribe for shares in the Company in cash at a subscription price less than their nominal value; and

125.1.2 where, pursuant to an employees' share scheme, the terms on which any person is entitled to subscribe in cash for shares in the Company are adjusted as a result of a capitalisation issue, rights issue or other variation of capital so that the subscription price is less than their nominal value.

- 125.2 In any such case the board:-

125.2.1 shall transfer to a reserve account a sum equal to the deficiency between the subscription price and the nominal value of the shares (the "**cash deficiency**") from the profits or reserves of the Company which are available for distribution and not required for the payment of any preferential dividend; and

125.2.2 (subject to **Article 125.4**) shall not apply that reserve account for any purpose other than paying up the cash deficiency upon the allotment of those shares.

- 125.3 Whenever the Company is required to allot shares pursuant to such a right to subscribe, the board shall (subject to the Statutes) appropriate to capital out of the

reserve account an amount equal to the cash deficiency applicable to those shares, apply that amount in paying up the deficiency on the nominal value of those shares and allot those shares credited as fully paid to the person entitled to them.

- 125.4 If any person ceases to be entitled to subscribe for shares as described above, the restrictions on the reserve account shall cease to apply in relation to such part of the account as is equal to the amount of the cash deficiency applicable to those shares.
- 125.5 No right shall be granted under any employees' share scheme under **Article 125.1.1** and no adjustment shall be made as mentioned in **Article 125.1.2** unless there are sufficient profits or reserves of the Company available for distribution and not required for the payment of any preferential dividend to permit the transfer to a reserve account in accordance with this **Article 125** of an amount sufficient to pay up the cash deficiency applicable to the shares concerned.

RECORD DATES

126 Fixing of record dates

- 126.1 Notwithstanding any other provision of these Articles, but without prejudice to any rights attached to any shares, the Company or the board may fix a date as the record date by reference to which a dividend will be declared or paid or a distribution, allotment or issue made, and that date may be before, on or after the date on which the dividend, distribution, allotment or issue is declared.
- 126.2 In the absence of a record date being fixed, entitlement to any dividend, distribution, allotment or issue shall be determined by reference to the date on which the dividend is declared or the distribution, allotment or issue is made.

ACCOUNTS

127 Accounting records

- 127.1 The board shall cause accounting records of the Company to be kept in accordance with the provisions of the Statutes.
- 127.2 No member (as such) shall have any right of inspecting any account, book or document of the Company, except as conferred by law or authorised by the board or by any ordinary resolution of the Company.

128 Summary financial statements

The Company may, in accordance with section 251 of the Act and any regulations made thereunder, send a summary financial statement to any member and to any debenture holder instead of or in addition to the documents referred to in section 238 of the Act and where it does so the statement shall be sent to the member not less than twenty-one clear days before the date of the general meeting before which the documents are to be laid.

NOTICES

129 Notices to be in writing

Any notice to be served on or given to any person or by any person pursuant to these Articles shall be in writing except where otherwise expressly stated. The signature on any notice given by the Company may be printed or reproduced by mechanical means.

130 Service of notices

130.1 A notice or other document may be served by the Company on any member either personally or by sending it through the post addressed to the member at his registered address or by leaving it at that address addressed to the member or by any other means authorised by the member concerned.

130.2 In the case of joint holders of a share, service or delivery of any notice or other document on or to the joint holder who is named first in the register in respect of the joint holders shall be sufficient service on or delivery to all the holders of the share.

130.3 A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be served on him shall be entitled to have notices served on him at that address but, unless he does so, shall not be entitled to receive any notice from the Company.

131 Notice by advertisement

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 by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national newspaper. In any such case the Company shall send confirmatory copies of the notice by post if at least six clear days before the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

132 Evidence of service

132.1 Any notice or other document, if served by first class post, shall be deemed to have been served on the day following that on which the envelope containing it is put into the post, or, if served by second class post, shall be deemed to have been served on the second day following that on which the envelope containing it was put into the post and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed, prepaid and put into the post.

132.2 Any notice or document not sent by post but left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on

the day it was so left.

132.3 Where notice is given by way of newspaper advertisement, such notice shall be deemed to have been duly served on each member or person entitled to receive it at noon on the day when the advertisement appears.

132.4 A member present, either in person or by proxy, at any meeting of the Company or class of members of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened.

132.5 Every person who becomes entitled to a share shall be bound by every notice (other than a notice in accordance with section 793 of the 2006 Act) in respect of that share which before his name is entered in the register was given to the person from whom he derives his title to the share.

133 Record date for service

133.1 For the purpose of serving notices of meetings or other documents, the board may determine that the persons entitled to receive such notices or other documents are those persons who are entered on the register at any time not more than 21 days before the date of the despatch of the notice or other document.

133.2 For the purpose of determining which persons are entitled to attend or vote at a meeting, and how many votes such persons may cast, the board may specify in the notice of the meeting a time not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the register in order to have the right to attend or vote at the meeting.

133.3 Changes to entries on the register after the time specified by virtue of **Article 133.2** shall be disregarded in determining the rights of any person to attend or vote at the meeting notwithstanding any provision of these Articles or the Statutes to the contrary.

134 Service of notice on person entitled by transmission

Where a person is entitled by transmission to a share, any notice or other document shall be served upon or delivered to him, as if he were the holder of that share and his address noted in the register were his registered address. Otherwise, any notice or other document served on or delivered to any member pursuant to these Articles shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the Company has notice of the death, bankruptcy or other event, be deemed to have been properly served or delivered in respect of any share registered in the name of that member as sole or joint holder.

135 Notices given by electronic communication

Notwithstanding anything to the contrary in these Articles, any notice or other communication which may be given or is required to be given pursuant to these

Articles by the Company to any person may, if and so far as permitted by law, be given by means of an electronic communication in such manner as shall be permitted by law.

DESTRUCTION OF DOCUMENTS

136 Destruction of documents

136.1 The board may authorise or arrange the destruction of documents held by the Company as follows:-

136.1.1 at any time after the expiration of six years from the date of registration, all instruments of transfer of shares and all other documents transferring or purporting to transfer shares or representing or purporting to represent the right to be registered as the holder of shares on the faith of which entries have been made in the register;

136.1.2 at any time after the expiration of one year from the date of cancellation, all registered share certificates which have been cancelled;

136.1.3 at any time after the expiration of two years from the date of recording them, all dividend mandates and notifications of change of address; and

136.1.4 at any time after the expiration of one year from the date of actual payment, all paid dividend warrants and cheques.

136.2 It shall conclusively be presumed in favour of the Company that:-

136.2.1 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;

136.2.2 every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered;

136.2.3 every share certificate so destroyed was a valid certificate duly and properly cancelled;

136.2.4 every other document mentioned in **Article 136.1** so destroyed was a valid and effective document in accordance with the particulars of it recorded in the books and records of the Company; and

136.2.5 every paid dividend warrant and cheque so destroyed was duly paid.

136.3 The provisions of **Article 136.2** shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant.

- 136.4 Nothing in this **Article 136** shall be construed as imposing on the Company or the board any liability in respect of the destruction of any document earlier than as stated in **Article 136.1** or in any other circumstances in which liability would not attach to the Company or the board in the absence of this **Article 136**.
- 136.5 References in this **Article 136** to the destruction of any document include references to its disposal in any manner.

WINDING UP

137 Directors' power to wind-up

The board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

138 Powers to Distribute in Specie

If the Company is in liquidation, the liquidator may, with the sanction of an ordinary resolution of the Company and any other sanction required by the Statutes:-

- (a) divide among the members in specie the whole or any part of the assets of the Company and, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members; or
- (b) vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall think fit but no member shall be compelled to accept any assets upon which there is any liability.

INDEMNITY

139 Provisions by Liquidator

The liquidator may make any provision referred to in, and sanctioned in accordance with the provisions of the Insolvency Act 1986.

140 Transfer or sale under s.110 Insolvency Act 1986

A special resolution sanctioning a transfer or sale to another company duly passed pursuant to s.110 Insolvency Act 1986 may in the like manner authorise the distribution of any shares or other consideration receivable by the liquidator among 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 s110 Insolvency Act 1986 the said section.

141 Indemnity of Officers

Subject to the provisions of and so far as may be permitted by and consistent with the Statutes, each current or former director or other officer (other than an auditor) of the Company or any Associated Company shall be indemnified out of the assets of the Company against:

- (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company other than, in the case of a current or former director:
 - (i) any liability to the Company or any Associated Company; and
 - (ii) any liability of the kind referred to in section 234(3) of the 2006 Act; and
- (b) any liability incurred by or attaching to him in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme other than a liability of the kind referred to in section 235(3) of the 2006 Act; and
- (c) any other liability incurred by or attaching to him while acting bona fide in the execution and/or discharge of his duties and/or the exercise or purported exercise of his powers.

For the purpose of this Article, references to "liability" shall include all costs and expenses incurred by the current or former director or other officer (other than an auditor) in relation thereto.

142 Funding of defence proceedings

Subject to the provisions of and so far as may be permitted by the Statutes, the directors may exercise all the powers of the Company to:

- (a) provide any current or former director or other officer (other than an auditor) of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or an Associated Company or in connection with any application for relief under the provisions mentioned in section 205(5) of the 2006 Act; and
- (b) do anything to enable any such person to avoid incurring such expenditure,

but so that the terms set out in section 205(2) of the 2006 Act shall apply to any such provision of funds or other things so done.

For the purpose of this Article, references to "director" in section 205(2) of the 2006 Act shall be deemed to include references to a former director or other officer (other than an auditor) of the Company.