

Company Number 3479178

**THE COMPANIES ACT 1985 (as amended)
THE COMPANIES ACT 2006**

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

MENLO INVESTMENTS LIMITED (the "Company")

Circulation Date: 1 October 2007

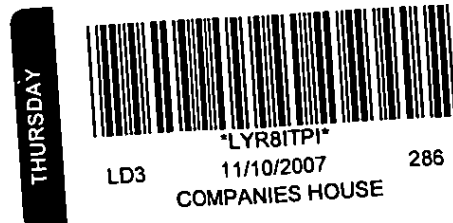
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

Resolutions 1 to 4 below are passed as special resolutions

RESOLVED THAT

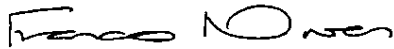
- 1 the amended and restated Memorandum and Articles of Association of the Company attached to this written resolution be and are hereby approved,
- 2 each existing authorised share of £1 each of the Company be and is hereby referred to as an "Ordinary Share" and the existing authorised nominal share capital of the Company of £28,000,000 made up of 28,000,000 shares of £1 each be and is hereby referred to as being made up of 28,000,000 Ordinary Shares of £1 each,
- 3 the authorised nominal share capital of the Company be and is hereby increased to an aggregate of £28,100,000 by the creation of 100,000 redeemable preference shares of £1 each, each Ordinary Share and preference share to have the rights attaching to it as are described in article 4 of the Company's Articles of Association (as amended pursuant to resolution 1 above), and
- 4 the Board is authorised, generally and without conditions, under section 80 of the Companies Act 1985 to allot all of the Ordinary Shares and/or preference shares, and the rights to such shares, which are defined in section 80 as "relevant securities" It is authorised to allot them for a period from the date of this resolution until the first anniversary of the date of this resolution, but during this period the Board can make offers, and enter into agreements, which would, or might, need relevant securities to be allotted after this period The total nominal amount of relevant securities which can be allotted under this authority is £100,000 made up of a maximum of £100,000 in nominal amount of preference shares

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AGREEMENT¹

We, the undersigned, being the members of the Company for the time being entitled to receive notice of, attend and vote at General Meetings hereby irrevocably agrees to the above Resolutions in accordance with section 288 of the Companies Act 2006 and agree that the said Resolutions shall for all purposes be valid and effective as if the same had been passed as Special Resolutions of the type described in the Companies Act 1985 and, as the case may be, the Companies Act 2006 at a General Meeting of the Company duly convened and held



ASSISTANT SECRETARY, BBPLC
AS ATTORNEY.

Signed by

for and on behalf of

BARCLAYS BANK PLC

Date 1/10/07



Signed by DIRECTOR

for and on behalf of

BARCLAYS GROUP HOLDINGS LIMITED

Date 1/10/07.

¹ Please read the notes sent with this document before signifying your agreement to the Special Resolutions

NOTES

- 1 You can choose to agree to the all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand delivering the signed copy to Enver Khairov, c/o Barclays Capital, 5 The North Colonnade, London E14 5BB

Post returning the signed copy by post to Enver Khairov, c/o Barclays Capital, 5 The North Colonnade, London E14 5BB

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Enver.Khairov@barclayscapital.com. Please enter "Written resolutions dated 1 October 2007" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement
- 3 Unless, within a period of 28 days beginning with the circulation date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

THE COMPANIES ACTS 1985 to 1989

**LIMITED COMPANY
HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION OF
MENLO INVESTMENTS LIMITED**

(Amended by Special Resolution passed by means of a written resolution of the members
on 1 October 2007)

- 1 The Company's name is "MENLO INVESTMENTS LIMITED"
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
 - (a) (i) To carry on the business of a finance and investment company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, to construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description, and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise

By Special Resolution dated 8 December 1999 Menlo Investments became a limited company called Menlo Investments Limited

The Company was formerly known as "Leman Investments" The Certificate of Incorporation on Change of Name was issued on 9 January 1998

turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company,

- (ii) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the business of the Company,
- (b) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property,
- (c) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret process, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire,
- (d) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received,
- (e) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company,
- (f) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made,
- (g) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive

money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid),

- (h) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it,
- (i) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments,
- (j) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority or enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests,
- (k) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions,
- (l) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by and other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world,
- (m) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies,

- (n) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid,
- (o) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same,
- (p) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts,
- (q) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient,
- (r) To distribute among the Members of the Company in kind any property of the Company of whatever nature,
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company,
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependents of such persons, to make payments towards insurance including insurance for any Director, officer or Auditor against any liability as is referred to in Section 310(1) of the Act, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit

sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained,

- (u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act,
- (v) To procure the Company to be registered or recognised in any part of the world,
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others, and
- (x) To do all such other things as may be determined incidental or conducive to the attainment of the Company's objects or any of them

AND so that

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company
- (3) The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

4 The Company's share capital is £2 divided into 2 shares of £1 each

By a written resolution dated 14 December 1997 the company's share capital was increased to £28,000,000 divided into 28,000,000 shares of £1 each

By a written resolution dated 1 October 2007, the Company's share capital was increased to £28,100,000 divided into 28,000,000 Ordinary Shares of £1 each and 100,000 redeemable preference shares of £1 each

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

Name and address of Subscribers	Number of shares taken by each Subscriber
BANK OF AMERICA NT & SA 555 California Street San Francisco CALIF 94104	1 share of £1 each
CHRIS BALLINGER 100 Liberty Street Suite 650 Rend NEVADA 89501	1 share of £1 each
Total Shares Taken	2

Dated

Witness to the above Signatures

THE COMPANIES ACTS 1985 to 1989

**LIMITED COMPANY
HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF
MENLO INVESTMENTS LIMITED**

(Amended by Special Resolution passed by means of a written resolution of the members
on 1 October 2007)

PRELIMINARY

- 1 (a) The Regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Table A to F) (Amendment) Regulations 1985 (SI 1985 No 1052) (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- (b) In these Articles, the expression the **Act** means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force, including without limitation the Companies Act 2006
- (c) In these Articles, the expression **Ordinary Shares** means the 28,000,000 ordinary shares in the capital of the Company with a nominal value of £1 each and having the rights provided for in these Articles, the expression **Preference Shares** means the 100,000 redeemable preference shares in the capital of the Company with a nominal value of £1 each and having the rights provided for in these Articles, and the word **Share** or **Shares** shall mean an Ordinary Share and/or Preference Share or the Ordinary Shares and/or the Preference Shares as the case may be

SHARE CAPITAL

- 2 The share capital of the Company is £28,100,000 divided into the 28,000,000 Ordinary Shares and the 100,000 Preference Shares

By Special Resolution dated 8 December 1999 Menlo Investments became a limited company called Menlo Investments Limited

The Company was formerly known as "Leman Investments" The Certificate of Incorporation on Change of Name was issued on 9 January 1998

ALLOTMENT OF SHARES

- 3 (a) Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph (d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- (b) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- (c) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting
- (d) Clause 3 in Table A shall not apply to the Company

SHARE RIGHTS

- 4 (a) The Ordinary Shares and the Preference Shares shall have the following rights, privileges and restrictions

(b) **Income**

Subject to the Act and these Articles, the holders of the Ordinary Shares and the holders of the Preference Shares shall be entitled to receive such dividends as the directors may declare from time to time out of the realised profits of the Company lawfully available for distribution and resolved to be distributed

(c) **Redemption – Preference Shares**

Subject to the provisions of the Act, the Company may redeem the Preference Shares at any time at the discretion of the directors by giving the holder(s) of the Preference Shares to be redeemed at least one business day's notice and shall redeem the Preference Shares at the request of the holder(s) of any Preference Shares at any time if given at least one business day's notice of such request and shall pay the nominal amount thereof (together with any accrued but unpaid dividends on those shares) provided always that if the Company shall at any time be unable, by reason of any provision of the Act, to redeem the Preference Shares on the date specified by the directors or requested by the holders of the Preference Shares to be redeemed, then

the Company shall redeem such shares as soon as it is able to comply with such provisions of the Act

(d) Voting

The holder of each Ordinary Share shall be entitled to receive notice of general meetings of the Company and to attend and vote thereat. The Preference Shares do not confer the right to receive notice of or attend or vote at general meetings of the Company.

(e) Capital

On a return of capital on a winding-up or otherwise (other than a redemption of shares) the assets of the Company available for distribution to its members shall be applied

- (i) first, in paying out of profits the amount of any declared but unpaid dividend or distribution,
- (ii) second, in repaying the nominal amount paid up on the Preference Shares together with any premium paid at the time of issue,
- (iii) third, in repaying the nominal amount paid up on the Ordinary Shares together with any premium paid at the time of issue, and
- (iv) fourth, in distributing any balance of surplus assets then remaining rateably amongst the holders of the Ordinary Shares according to the amounts paid up thereon.

SHARES

- 5 The lien conferred by Clause 8 in Table A shall attach also to fully paid up Shares, and the Company shall also have a first and paramount lien on all Shares, whether full paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one or two or more joint holders, for all moneys presently payable by him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
- 6 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"
- 7 (a) The Company may be Special Resolution
 - (i) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe,

- (ii) consolidate and divide all of any of its share capital into shares of a larger amount than its existing shares
- (iii) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares,
- (iv) 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,
- (v) reduce its share capital and any share premium account in any way

(b) Clauses 32, 34 and 35 in Table A shall not apply to the Company

GENERAL MEETING AND RESOLUTIONS

- 8 Every notice convening a General Meeting shall comply with the provisions of the Act as to giving information to Members in regard to their right to appoint proxies, and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company
- 9 (a) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine, and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved

(b) Clause 41 in Table A shall not apply to the Company

APPOINTMENT OF DIRECTORS

- 10 (a) Clause 64 in Table A shall not apply to the Company
- (b) The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of Directors shall be one Whensoever the minimum number of the Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally and Clause 89 in Table A shall be modified accordingly
- (c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company
- (d) No person shall be appointed a Director at any General Meeting unless either
- (i) he is recommended by the Directors, or

- (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed
- (e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director
- (f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force

BORROWING POWERS

- 11 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into Shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party

ALTERNATE DIRECTORS

- 12 (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present

GRATUITIES AND PENSIONS

- 13 (a) The Directors may exercise the powers of the Company conferred by Clause 3(t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers

- (b) Clause 87 in Table A shall not apply to the Company

PROCEEDINGS OF DIRECTORS

- 14 (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- (b) Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company
- (c) Without prejudice to the first sentence of Article 88 of Table A, a person entitled to be present at a meeting of the board or of a committee of the board shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is. The word **meeting** in these Articles shall be construed accordingly

THE SEAL

- 15 (a) If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Director may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 in Table A shall not apply to the Company
- (b) The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors

INDEMNITY

- 16 (a) Every Director, or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company, insurance against any such liability as is referred to in Section 310(1) of the Act

(c) Clause 118 in Table A shall not apply to the Company

TRANSFER OF SHARES

- 17 The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a Share, whether or not it is a fully paid Share, and the first sentence of Clause 24 in Table A shall not apply to the Company