

RANDSTAD GROUP UK

(the "Company")

Company No

03831650

Companies Act 2006

Written Resolution of the Members

29th May 2015

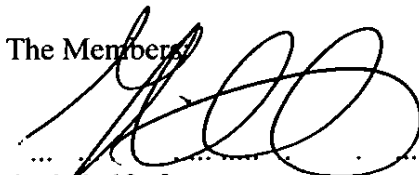
Special Resolution

The shareholders agree to the following resolution

"THAT the Articles of Association be altered by deleting the whole of the existing Articles of Association of the Company (including the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association) and substituting in lieu thereof new Articles of Association as set out in a print annexed hereto and for the purposes of identification initialed by the Chairman "

We being the eligible members of the Company hereby signify our irrevocable agreement to the Resolution in accordance with the acceptance procedure set out below.

The Members:



On behalf of
Randstad Luxembourg North America SARL

TUESDAY



A29

A4MT0WZT

22/12/2015

#274

COMPANIES HOUSE

**THE COMPANIES ACT 2006
UNLIMITED COMPANY HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
RANDSTAD GROUP UK
COMPANY NUMBER: 03831650**

ADOPTED BY SPECIAL RESOLUTION ON 29TH MAY 2015

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PART 1: INTERPRETATION

1 DEFINED TERMS

In the Articles, unless the context requires otherwise

"Act"

or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time,

"Articles"

means the company's articles of association,

"Available Profits"

means profits available for distribution within the meaning of part 23 of the Act,

"chairman"

has the meaning given in Article 11,

"chairman of the meeting"

has the meaning given in Article 26,

"Companies Acts"

means the Act and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the company,

"director"

means a director of the company,

"document" or "notice"

includes, unless otherwise specified, any document or notice sent or supplied by electronic communication,

"electronic communication"

means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act,

"fully paid"

in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,

"group company"

means any holding company of the company or any subsidiary of such company (as those terms "holding company" and "subsidiary" are defined in section 1159 of the Act),

"holder"

in relation to a share means the person whose name is entered in the register of members as the holder of that share,

"majority holder"

means the holder or holders holding more than 50% of the nominal value of the shares,

"Non-US Business"

means all the company's undertakings (as defined in section 1161 of the Act) other than those that constitute its US Business (as defined below),

"ordinary resolution"

has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution,

"proxy notice"

has the meaning given in Article 32,

"shareholder"

means a person who is the holder of a share,

"shares"

means the issued share capital of the company comprising the ordinary shares and the A ordinary shares, and a "share" is any one of those shares,

"special resolution"

has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution,

"transmittee"

means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law,

"US Business"

means all the company's undertakings (as defined in section 1161 of the Act) incorporated, or principally situated, in the US,

"writing"

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act

None of the regulations contained in Table "A" in the Schedule to the Companies (Tables A to F) Regulations 1985 shall apply to the company except so far as embodied in any of the following Articles Any model articles of association promulgated under the 2006 Act do not apply to the company

PART 2: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

2 DIRECTORS' GENERAL AUTHORITY

Subject to the Articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

3 SHAREHOLDERS' RESERVE POWER

3 1 The shareholders may, by ordinary resolution, direct the directors to take, or refrain from taking, specified action

3 2 No such ordinary resolution invalidates anything which the directors have done before the passing of the resolution

4 DIRECTORS MAY DELEGATE

4 1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles

4 1 1 to such person or committee,

4 1 2 by such means (including by power of attorney),

4 1 3 to such an extent,

4 1 4 in relation to such matters or territories, and

4 1 5 on such terms and conditions,

as they think fit

4 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

4 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

5 COMMITTEES

5 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors

5 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

6 NUMBER OF DIRECTORS

The number of the directors shall be determined by the company in a general meeting but unless and until so determined there shall be no maximum number of directors and the minimum number shall be one

DECISION-MAKING BY DIRECTORS

7 MEETINGS OF DIRECTORS

- 7 1 Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit
- 7 2 At any time any director may summon a meeting of the directors
- 7 3 Any such notice shall specify where, when and how the meeting is to be held Any director may waive notice of any meeting and such waiver may be retrospective

8 QUORUM FOR MEETINGS AND VOTING

- 8 1 The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and, unless so fixed shall be two, unless there is only one director, when it shall be one
- 8 2 A meeting of the directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the directors
- 8 3 Questions arising at any meeting of the directors shall be determined by a majority of votes In case of an equality of votes the chairman shall have a second or casting vote

9 MEETINGS BY CONFERENCE TELEPHONE ETC

- 9 1 All or any of the directors or any committee of the directors may participate in a meeting of the directors or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting
- 9 2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly
- 9 3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman then is

10 RESOLUTIONS IN WRITING

- 10 1 A resolution executed by all the directors, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the directors, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held
- 10 2 For the purposes of this Article 10
- 10 2 1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the chairman of the directors, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect,
- 10 2 2 a written instrument is executed when the person executing it signs it,
- 10 2 3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the chairman of the directors shall prescribe,

- 10 2 4 the directors, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication,
- 10 2 5 a resolution shall be effective when the chairman of the directors certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 10,
- 10 2 6 unless the holders of a majority of the shares or the directors have previously otherwise resolved, such a resolution can be passed by a majority and the chairman shall, in the case of equality of votes, have a second or casting vote, and
- 10 2 7 if no chairman of the directors is appointed, any director may perform the functions of the chairman under this Article 10

11 CHAIRING OF DIRECTORS' MEETINGS

- 11 1 The directors may appoint a director to chair their meetings
- 11 2 The person so appointed for the time being is known as the chairman
- 11 3 The directors may terminate the chairman's appointment at any time
- 11 4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

12 DIRECTORS' CONFLICTS OF INTEREST

- 12 1 A director must declare to the other directors any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the company unless it relates to a contract, transaction or arrangement with the company or the matter has been authorised by the directors or the situation cannot reasonably be regarded as likely to give rise to a conflict of interest
- 12 2 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any conflict or potential conflict disclosed under Article 12 1 Provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting pursuant to which such conflict or potential conflict is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted
- 12 3 A director shall not, by reason of his office, be accountable to the company for any benefit which he derives from any matter where the conflict or potential conflict has been authorised by the directors pursuant to Article 12 2 (subject in any such case to any limits or conditions to which such authorisation was subject)

13 DIRECTORS' INTEREST IN A CONTRACT WITH THE COMPANY

- 13 1 A director who becomes aware that he is in any way, directly or indirectly interested in a proposed or existing contract, transaction or arrangement with the company must declare the nature and extent of that interest to the other directors unless it cannot reasonably be regarded as likely to give rise to a conflict of interest
- 13 2 The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by law any conflict or potential

conflict disclosed under Article 13 1 Provided that for this purpose the director in question and any other interested director are not counted in the quorum for any resolution at any board meeting pursuant to which such conflict or potential conflict is authorised and it is agreed to without their voting or would have been agreed to if their votes had not been counted

13 3 Save where any conflict or potential conflict is authorised pursuant to Article 13 2, or save as otherwise herein provided, a director shall not vote in respect of any contract, transaction or arrangement or any other proposal whatsoever in which he has an interest which is to his knowledge a material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the company A director shall not be counted in the quorum at the meeting in relation to any resolution on which he is debarred from voting

13 4 Subject to the provisions of the Act and always to the provisions of Article 12, a director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning

13 4 1 the giving of any security, guarantee or indemnity in respect of a debt or obligation of the company or any subsidiary for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security,

13 4 2 any arrangement for the benefit of directors or employees of the company or directors or employees of any subsidiary which does not award him any privilege or benefit not generally awarded to the other persons to whom such arrangement relates

13 5 If any question shall arise at any time as to the materiality of a director's interest or as to the entitlement of any director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting (or if the director concerned is the chairman to the other directors at the meeting) and his or their ruling (as the case may be) shall be final and conclusive except in a case where the nature or extent of the interests of such director has not been fairly disclosed

13 6 Subject as otherwise provided in the Act or these Articles, a director may be in any way, directly or indirectly, interested in any contract or arrangement or transaction with the company or any group company and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the company or any group company) under the company, any group company or any other company in which the company is in any way interested and he (or any firm of which he is a member) may act in a professional capacity for the company or any group company or any such other company and be remunerated therefor and in any such case as aforesaid (save as otherwise agreed) he may retain for his own absolute use and benefit all profits and advantages accruing to him thereunder or in consequence thereof

14 MEANS OF DISCLOSURE

An interest of a director to be disclosed under Articles 12 or 13 may be declared at a meeting of directors, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act

15 CONNECTED PERSONS INTERESTS AND WAIVER

15 1 For the purposes of Articles 12 and 13 above an interest of a person who is, connected with a director (within the meaning of section 252 of the Act) shall be treated as an interest of the director

- 15 2 The company may by ordinary resolution suspend or relax the provisions of Article 13 to any extent or ratify any transaction not duly authorised by reason of a contravention of Article 13

16 RECORDS OF DECISIONS TO BE KEPT

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the directors

APPOINTMENT OF DIRECTORS

17 METHODS OF APPOINTING DIRECTORS

- 17 1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director

17 1 1 by ordinary resolution, or

17 1 2 by a decision of the directors, or

17 1 3 by notice or notices in writing to the company's registered office signed by the majority holder

18 TERMINATION OF DIRECTOR'S APPOINTMENT

A person, howsoever appointed, ceases to be a director as soon as

- 18 1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law, or

- 18 2 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms, or

- 18 3 a resolution is passed or a document is signed by all the other directors to that effect, or

- 18 4 a notice or notices in writing to that effect is/are delivered to the company's registered office signed by the majority holder

19 DIRECTORS' REMUNERATION

- 19 1 Directors may undertake any services for the company that the directors decide

- 19 2 Directors are entitled to such remuneration as the directors determine

19 2 1 for their services to the company as directors, and

19 2 2 for any other service which they undertake for the company

- 19 3 Subject to the Articles, a director's remuneration may

19 3 1 take any form, and

19 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

- 19 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day

- 19 5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of any other group company or of any other body corporate in which the company is interested

20 DIRECTORS' EXPENSES

- 20 1** The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at
- 20 1 1** meetings of directors or committees of directors,
 - 20 1 2** general meetings, or
 - 20 1 3** separate meetings of the holders of any class of shares or of debentures of the company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company
- 20 2** The company may also fund a director's expenditure for the purposes permitted under the Act and may do anything to enable a director to avoid incurring such expenditure as provided in the Act

PART 3: DECISION-MAKING BY SHAREHOLDERS

ORGANISATION OF GENERAL MEETINGS

21 GENERAL MEETINGS

The directors may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith

22 CALLING GENERAL MEETINGS

- 22 1** A general meeting of the company shall be called by notice of at least such length as is required in the circumstances by the Act
- 22 2** The company may give such notice by any means or combination of means permitted by the Act
- 22 3** 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 by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 90 per cent in nominal value of the shares giving that right

23 NOTICE OF GENERAL MEETINGS

- 23 1** Every notice calling a general meeting shall specify the place and the day and hour of the meeting
- 23 2** There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or (if he holds more than one share) proxies to attend, speak and vote instead of him and that a proxy need not be a member of the company
- 23 3** The text of each special resolution to be proposed at the general meeting shall be set out in the notice. Either the text of, or sufficient information to enable a shareholder to understand the purpose of, each ordinary resolution shall be set out in the notice

24 ATTENDANCE BY CONFERENCE TELEPHONE ETC.

24 1 All or any of the shareholders or persons permitted to attend under Article 26 may participate in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting

24 2 A shareholder so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly

25 QUORUM FOR GENERAL MEETINGS

The provisions of section 318 of the Act shall apply No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

26 CHAIRING GENERAL MEETINGS

26 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so

26 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

26 2 1 the directors present, or

26 2 2 (if no directors are present), the meeting,

must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting

26 3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting"

27 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS

27 1 Directors may attend and speak at general meetings, whether or not they are shareholders

27 2 The chairman of the meeting may permit other persons who are not

27 2 1 shareholders of the company, or

27 2 2 otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting

28 ADJOURNMENT

28 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it

28 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

28 2 1 the meeting consents to an adjournment, or

- 28 2 2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 28 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 28 4 When adjourning a general meeting, the chairman of the meeting must
 - 28 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 28 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 28 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
 - 28 5 1 to the same persons to whom notice of the company's general meetings is required to be given, and
 - 28 5 2 containing the same information which such notice is required to contain
- 28 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

29 VOTING: GENERAL

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles

30 ERRORS AND DISPUTES

- 30 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 30 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

31 POLL VOTES

- 31 1 A poll on a resolution may be demanded
 - 31 1 1 in advance of the general meeting where it is to be put to the vote, or
 - 31 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 31 2 A poll may be demanded by
 - 31 2 1 the chairman of the meeting,
 - 31 2 2 the directors,
 - 31 2 3 two or more persons having the right to vote on the resolution, or

- 31 2 4 a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution
- 31 3 A demand for a poll may be withdrawn if
 - 31 3 1 the poll has not yet been taken, and
 - 31 3 2 the chairman of the meeting consents to the withdrawal
- 31 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs
- 32 CONTENT OF PROXY NOTICES**
- 32 1 Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which
 - 32 1 1 states the name and address of the shareholder appointing the proxy,
 - 32 1 2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,
 - 32 1 3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
 - 32 1 4 is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate
- 32 2 The company may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes
- 32 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 32 4 Unless a proxy notice indicates otherwise, it must be treated as
 - 32 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 32 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself
- 33 DELIVERY OF PROXY NOTICES**
- 33 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person
- 33 2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 33 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 33 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

34 AMENDMENTS TO RESOLUTIONS

- 34 1** An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- 34 1 1** notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 34 1 2** the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 34 2** A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
- 34 2 1** the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 34 2 2** the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 34 3** If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

PART 4: SHARES AND DISTRIBUTIONS

SHARES

35 SHARE CAPITAL

- 35 1** The company's shares comprising ordinary shares of £0 00000001 each and A ordinary shares of £1 each are unlimited in number
- 35 2** The company may, by resolution passed in accordance with section 551 of the Act, issue shares in the capital of the company with such rights or restrictions as may be determined
- 35 3** The directors of the company are hereby granted authority to allot equity securities as if section 561 of the Act does not apply to the allotment or is applied to the allotment with such modifications as the directors may determine
- 35 4** The liability of the members is unlimited
- 35 5** The company may by special resolution
- 35 5 1** consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares,
 - 35 5 2** subdivide its shares, or any of them, into shares of a smaller amount than its existing shares,
 - 35 5 3** 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,
 - 35 5 4** reduce its share capital and any share premium account in any way

36 ALL SHARES TO BE FULLY PAID UP

36 1 Unless the company otherwise resolves by ordinary resolution, no share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue

36 2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum

37 LIEN

The company has a lien over every share, whether or not fully paid, which is registered in the name of any person indebted or under any liability to the company, whether he is the sole registered holder of the share or one of several joint holders, for all monies payable by him (either alone or jointly with any other person) to the company, whether payable immediately or at some time in the future

38 POWERS TO ISSUE DIFFERENT CLASSES OF SHARE

Subject to the Articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution

39 SHARE RIGHTS

39 1 The rights attaching to the shares of the company shall be as follows

39 1 1 The ordinary shares shall

- (a) be entitled to participate in the profits or assets of the company, as the directors recommend and the shareholders resolve, which the directors have determined have been derived wholly from the income received, or otherwise attributed to or resulting from, the company's Non-US Business,
- (b) for the avoidance of doubt, have no rights to receive any amount(s) declared or paid in respect of any dividend or other distribution derived in whole or in part, from the income received, or otherwise attributed to or resulting from the company's US Business, and
- (c) entitle the holders thereof to receive notice of and attend and vote at all general meetings of the company, and on a show of hands each holder present shall have one vote and on a poll each holder present in person or by proxy shall have one vote for each ordinary share of which he is the holder

39 1 2 The A ordinary shares shall

- (a) be entitled to participate in the profits or assets of the company, as the directors recommend and the shareholders resolve, which the directors have determined have been derived wholly from income received, or otherwise attributed to or resulting from the company's US Business,
- (b) for the avoidance of doubt, have no rights to receive any amount(s) declared or paid in respect of any dividend or other distribution on the A ordinary shares derived in whole or in part, from the income received, or otherwise attributed to or resulting from the company's Non-US Business, and

- (c) entitle the holders thereof to receive notice of and attend and vote at all general meetings of the company, and on a show of hands each holder present shall have one vote and on a poll each holder present in person or by proxy shall have one vote for each A ordinary share of which he is the holder

39 2 Save as otherwise provided by the foregoing provisions of this Article 39, the ordinary shares and the A ordinary shares shall rank *pari passu*, but shall, for the purposes of these Articles and the Act, constitute separate classes of shares

40 VARIATION OF RIGHTS

Whenever the capital of the company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the company is a going concern or during or in contemplation of a winding-up with the consent in writing of the holders of not less than three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of that class, but not otherwise. To every such separate meeting all the provisions of these Articles relating to general meetings of the company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal value of the issued shares of the class unless all the shares of any class are registered in the name of a single corporate shareholder in which case the quorum shall be one person being the duly authorised representative of such shareholder (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those members who are present shall be a quorum) and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively

41 COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the Articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

42 SHARE CERTIFICATES

42 1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds

42 2 Every certificate must specify

42 2 1 in respect of how many shares, of what class, it is issued,

42 2 2 the nominal value of those shares,

42 2 3 whether the shares are fully paid, and

42 2 4 any distinguishing numbers assigned to them

42 3 No one certificate may be issued in respect of shares of more than one class

42 4 If more than one person holds a share, only one certificate may be issued in respect of it

42 5 Certificates must

42 5 1 have affixed to them the company's common seal, or

42 5 2 be otherwise executed in accordance with the Companies Acts

43 REPLACEMENT SHARE CERTIFICATES

43 1 If a certificate issued in respect of a shareholder's shares is

43 1 1 damaged or defaced, or

43 1 2 said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares

43 2 A shareholder exercising the right to be issued with such a replacement certificate

43 2 1 may at the same time exercise the right to be issued with a single certificate or separate certificates,

43 2 2 must return the certificate which is to be replaced to the company if it is damaged or defaced, and

43 2 3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

44 SHARE TRANSFERS

44 1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor

44 2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share

44 3 The company may retain any instrument of transfer which is registered

44 4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it

44 5 If the majority holder shall deliver to the company a notice in writing purporting to be signed by the majority holder or (where the majority holder is a company) by a director and stating that any share of the company is held by the registered holder thereof as the nominee of the majority holder (or, in the case of a share registered in the name of a deceased or bankrupt holder, was so held at the time of his death or bankruptcy) and naming some other person as having been authorised by the majority holder to sign transfers in the place of the holder or the deceased or bankrupt holder, the directors shall be entitled and bound to give effect to any instrument signed by the person so named as transferor in all respects as if the instrument were signed by the registered holder of the share or by his personal representatives or trustees in bankruptcy

44 6 Subject to Article 44 5, the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

45 TRANSMISSION OF SHARES

45 1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share

45 2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require

- 45 2 1 may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person, and
- 45 2 2 subject to the Articles, and pending any transfer of the shares to another person, has the same rights as the holder had
- 45 3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares
- 46 **EXERCISE OF TRANSMITTEES' RIGHTS**
- 46 1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish
- 46 2 If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it
- 46 3 Any transfer made or executed under this Article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred
- 47 **TRANSMITTEES BOUND BY PRIOR NOTICES**
- If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members

DIVIDENDS AND OTHER DISTRIBUTIONS

48 ACCOUNTING BOOKS AND RECORDS AND DIVIDEND POLICY

- 48 1 In addition to complying with the requirements of section 386 of the Act, the directors shall ensure that the accounting books and records are organised, and at all times maintained, in a manner that allows them to identify, within separate sub-ledgers, all sums of money received and expended by the company in relation to the US Business (the "**US Business Investment Account**") and the Non-US Business (the "**Non-US Business Investment Account**") separately (together known as the "**Investment Accounts**") The directors shall refer to those Investment Accounts for the purposes of determining the amounts of the company's Available Profits (if any) derived from the Non-US Business and the US Business and the proportions (if any) or amounts (if any) to be distributed therefrom to and amongst the holders of the ordinary shares and the holders of the A ordinary shares respectively
- 48 2 The directors shall establish a policy (the "**Dividend Policy**") laying down the method to be applied in determining the amounts to be recorded in each of the Investment Accounts and the method for calculating the entitlement to, and determining the amounts of, dividends to be recommended for payment therefrom Such policy shall be approved by the board of directors and adopted by the shareholders of the company and the directors shall be responsible for determining the method of calculating any dividend(s) and recommending the payment thereof in accordance with the Dividend Policy

49 PROCEDURE FOR DECLARING DIVIDENDS

- 49 1 By reference to the Non-US Business Investment Account and the Dividend Policy, the directors may recommend for payment from Available Profits, in respect of the ordinary shares, any amount of dividend they consider appropriate in the circumstances
- 49 2 By reference to the US Business Investment Account and the Dividend Policy, the directors may recommend for payment from Available Profits, in respect of the A ordinary shares, any amount of dividend they consider appropriate in the circumstances
- 49 3 Subject to the Investment Accounts, the Dividend Policy and the Available Profits, the decision to recommend any dividend of any amount for payment at any time and to any class of share in the capital of the company, shall be at the directors' absolute discretion and in particular, the directors may recommend dividends for payment to
- 49 3 1 both the holders of the ordinary shares and the holders of the A ordinary shares, or
- 49 3 2 the holders of the ordinary shares only, or
- 49 3 3 the holders of the A ordinary shares only
- 49 4 The company will by ordinary resolution approve and pay dividends to the shareholders according to their respective rights and interests in the profits of the company
- 49 5 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 49 6 Unless the shareholders' resolution to declare a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it
- 49 7 If the company's share capital is divided into different classes, no dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 49 8 The directors may recommend for payment, at intervals, any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment, subject to the requisite shareholder approval on each and every occasion
- 49 9 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of a dividend on shares with deferred or non-preferred rights

50 PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

- 50 1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid or settled by one or more of the following means
- 50 1 1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,
- 50 1 2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide,

- 50 1 3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide, or
- 50 1 4 any other means of payment or settlement as the directors agree with the distribution recipient either in writing or by such other means as the directors decide
- 50 2 In the Articles, "**the distribution recipient**" means, in respect of a share in respect of which a dividend or other sum is payable
 - 50 2 1 the holder of the share, or
 - 50 2 2 if the share has two or more joint holders, whichever of them is named first in the register of members, or
 - 50 2 3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee
- 51 **UNCLAIMED DISTRIBUTIONS**
 - 51 1 All dividends or other sums which are
 - 51 1 1 payable in respect of shares, and
 - 51 1 2 unclaimed after having been declared or become payable,may be invested or otherwise made use of by the directors for the benefit of the company until claimed
 - 51 2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it
 - 51 3 If
 - 51 3 1 twelve years have passed from the date on which a dividend or other sum became due for payment, and
 - 51 3 2 the distribution recipient has not claimed it,the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company
- 52 **NON-CASH DISTRIBUTIONS**
 - 52 1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)
 - 52 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
 - 52 2 1 fixing the value of any assets,
 - 52 2 2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
 - 52 2 3 vesting any assets in trustees

53 WAIVER OF DISTRIBUTIONS

53 1 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if

53 1 1 the share has more than one holder, or

53 1 2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

CAPITALISATION OF PROFITS

54 AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS

54 1 Subject to the Articles, the directors may, if they are so authorised by an ordinary resolution

54 1 1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and

54 1 2 appropriate any sum which they so decide to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions

54 2 Capitalised sums must be applied

54 2 1 on behalf of the persons entitled, and

54 2 2 in the same proportions as a dividend would have been distributed to them

54 3 Any capitalised sum may be applied in paying up new shares (or unpaid amounts on existing shares) of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct

54 4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct

54 5 Subject to the Articles the directors may

54 5 1 apply capitalised sums in accordance with Articles 54 3 and 54 4 partly in one way and partly in another,

54 5 2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this Article (including the issuing of fractional certificates or the making of cash payments), and

54 5 3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this Article

PART 5: ADMINISTRATIVE ARRANGEMENTS

55 MEANS OF COMMUNICATION TO BE USED

- 55 1 Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- 55 2 Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 55 3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

56 COMPANY SEALS

- 56 1 Any common seal may only be used by the authority of the directors
- 56 2 The directors may decide by what means and in what form any common seal is to be used
- 56 3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 56 4 For the purposes of this Article, an authorised person is
- 56 4 1 any director of the company, or
 - 56 4 2 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

57 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder

58 CHANGE OF COMPANY NAME

The directors of the company are hereby granted authority, pursuant to section 77 of the Act, to change the name of the company as they think fit

59 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

DIRECTORS' INDEMNITY AND INSURANCE

60 INDEMNITY

- 60 1 Subject to Article 60 2, a relevant director of the company or an associated company may be indemnified out of the company's assets against

- 60 1 1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - 60 1 2 any liability incurred by that director in connection with the activities of the company or an associated company in his capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Act), and
 - 60 1 3 any other liability incurred by that director as an officer of the company or an associated company
- 60 2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law
- 60 3 In this Article
- 60 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - 60 3 2 a **"relevant director"** means any director or former director of the company or an associated company
- 61 **INSURANCE**
- 61 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss
- 61 2 In this Article
- 61 2 1 a **"relevant director"** means any director or former director of the company or an associated company,
 - 61 2 2 a **"relevant loss"** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and
 - 61 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate