

GALLAHER AUSTRIA LIMITED (the *Company*)**SOLE MEMBER'S WRITTEN RESOLUTIONS**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the *Act*) **WE**, being the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, **CONFIRM** and **AGREE** that the following resolutions shall have effect as if passed at a general meeting of the Company duly convened and held. Resolution 1 shall be passed as an ordinary resolution and resolutions 4 to 10 (inclusive) shall each be passed as a special resolution. Accordingly **WE RESOLVE**:

ORDINARY RESOLUTION

1. **THAT** matters may be authorised by the directors in accordance with section 175(5)(a) of the Act.

SPECIAL RESOLUTIONS

For the purposes of section 175 of the Act:

2. We note that the directors of certain subsidiary undertakings of the Company (the *Subsidiaries*) have also declared interests, namely directorships of other entities within the Company's group of companies, (the *Group Specific Conflicts*) which conflict or possibly may conflict with the interests of those Subsidiaries for the purposes of section 175 of the Act. We further note that pursuant to section 175(6)(a) of the Act, the authorisation of the Group Specific Conflicts by the directors of the relevant Subsidiaries is in some cases not possible as a quorum at the approving board meeting of the relevant Subsidiaries cannot be achieved without counting the director or directors in question or any other interested directors, and the matter cannot be agreed to without their voting or without counting their votes.

3. Accordingly, in order for the Group Specific Conflicts to be authorised, we note that the ultimate shareholder of the group, JT International Holding BV authorised on 27 August 2009 the Group Specific Conflicts at each level of the group's corporate chain and the shareholder(s) of each subsidiary company in the group should then in turn authorise the Group Specific Conflicts of each relevant subsidiary company. Accordingly, **WE RESOLVE**:

4. **THAT** James Boxford's directorships of the Company as well as of Benson & Hedges Limited, Cope & Lloyd (Overseas) Limited, Gallaher Luxembourg, Gallaher Benelux, Gallaher Capital Limited, Gallaher Finance, Gallaher Finance Luxembourg, Gallaher Group Limited, Gallaher Investment Finance, Gallaher Investments Luxembourg, Gallaher Jersey Holdings Limited, Gallaher Overseas (Holdings) Limited, Gallaher Overseas Limited, Hergall Tobacco Limited, John Cotton Limited, JTI (UK) Management Ltd and Teofani Limited, which may involve a possible

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conflict with the interests of the Company, be and are hereby authorised and James Boxford be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified;

5. **THAT** Andrew Chamberlain's directorships of the Company as well as of The Galleon Insurance Company Limited, Gallaher Luxembourg, Gallaher Benelux, Gallaher Capital Limited, Gallaher Finance, Gallaher Finance Luxembourg, Gallaher Investment Finance, Gallaher Investments Luxembourg, Gallaher Jersey Holdings Limited, John Cotton Limited, J.R. Freeman & Son Limited, JTI (UK) Finance Plc, and The Schooner Insurance Company Limited, which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Andrew Chamberlain be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified;

6. **THAT** Brian Murphy's directorships of the Company as well as of Benson & Hedges Limited, Gallaher AF Luxembourg Sarl, Gallaher Limited, Gallaher Luxembourg, Gallaher Luxembourg Overseas Finance Sarl, Gallaher Benelux, Gallaher Capital Limited, Gallaher Finance, Gallaher Finance Luxembourg, Gallaher Group Limited, Gallaher Investment Finance, Gallaher International Limited, Gallaher Investments Luxembourg, Gallaher Overseas (Holdings) Limited, Gallaher Overseas Limited, Hergall Tobacco Limited, JT International Limited, JTI Leaf Services UK Limited, JTI (RMS) Ltd, JTI (UK) Finance Plc, JTI (UK) Management Ltd and Teofani Limited, which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Brian Murphy be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified;

7. **THAT** Lorenzo Pillinini's directorships of the Company as well as of Benson & Hedges Limited, Cope & Lloyd (Overseas) Limited, Gallaher Limited, Gallaher Luxembourg, Gallaher Nigeria Limited, Gallaher Benelux, Gallaher Capital Limited, Gallaher Finance, Gallaher Finance Luxembourg, Gallaher Group Limited, Gallaher Investment Finance, Gallaher International Limited, Gallaher Investments Luxembourg, Gallaher Jersey Holdings Limited, Gallaher Overseas (Holdings) Limited, Gallaher Overseas Limited, Hergall Tobacco Limited, John Cotton Limited, J.R. Freeman & Son Limited, JT International Business Services Limited, JT International Limited, JTI (UK) Finance Plc, JTI (UK) Management Ltd, JTI Ireland Limited, JTI South Africa, Tanzanian Cigarette Company and Teofani Limited, which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Lorenzo Pillinini be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified;

8. **THAT** Eddy Pirard's directorships of the Company as well as of Compania de Tabacos de Exportacion Ltd, Gallaher Limited, Gallaher Benelux, Gallaher Capital Limited, Gallaher Finance, Gallaher Group Limited, Gallaher Investment Finance,

Gallaher Jersey Holdings Limited, Gallaher Overseas (Holdings) Limited, Gallaher Overseas Limited, Hergall Tobacco Limited, JTI Ireland Limited, Teofani Limited, which may involve a possible conflict with the interests of the Company, be and are hereby authorised and Eddy Pirard be permitted not to disclose any confidential information obtained in his capacity as director of these companies to the Company and any breach of duty which has arisen or may arise from such conflict be and is hereby ratified;

9. THAT the Company be authorised to: (a) pass any required shareholder resolutions of the Company's subsidiary companies (if applicable); and (b) authorise the boards of directors of such subsidiary companies to pass shareholder resolutions of their own subsidiary companies (and so on down the group corporate chain), in each case until the members of each subsidiary have: (i) authorised any of the Group Specific Conflicts which conflict or possibly may conflict with the interests of that subsidiary; and (ii) ratified any breach of duty which has arisen or may arise from any such conflict.

For the purposes of the Company's articles of association:

10. THAT new articles to reflect certain changes in the law governing, inter alia, directors' conflicts of interest (marked as document A) be adopted in substitution for and to the exclusion of the existing articles with immediate effect.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, being a person entitled to vote on the resolutions on 1st September 2009 (the *Circulation Date*), hereby irrevocably agrees to the resolutions:



for and on behalf of
Gallaher Group Limited

Date: 01/09/2009

NOTES

1. If you agree with 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 Madeleine Slater.

Post: returning the signed copy by post to Madeleine Slater, Members Hill, Brooklands Road, Weybridge, Surrey KT13 0QU.

Fax: faxing the signed copy to 01932372508 marked "For the attention of Madeleine Slater".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to madeleine.slater@jti.com.

If you do not agree to 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, by 28 days following the Circulation Date, sufficient agreement has been received for the resolutions to pass, it 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.

COMPANIES ACTS 1985 TO 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

GALLAHER AUSTRIA LIMITED

(adopted by special resolution passed on 01/09/2009)

PRELIMINARY

Table A

The regulations in Table A in the schedule to the Companies (Table A to F) Regulations 1985 as amended before the date of adoption of these articles (*Table A*) apply to the company except to the extent that they are excluded or modified by these articles. No other regulations which would constitute the company's articles because of section 8(2) of the Companies Act 1985 apply to the company.

Table A
exclusions

1. The following parts of Table A do not apply to the company:
 - (a) in regulation 1, the final paragraph and the definitions of *the articles*, *communication*, *electronic communication*, *executed* and *the seal*;
 - (b) regulation 3;
 - (c) regulation 24;
 - (d) regulation 36;
 - (e) regulations 53 and 54;
 - (f) regulations 60 and 61;
 - (g) regulation 62;
 - (h) regulation 63;
 - (i) regulation 64;
 - (j) regulations 65, 67 and 68;



- (k) regulation 72;
- (l) regulations 73 to 80 inclusive;
- (m) regulation 81(e);
- (n) regulations 85 and 86;
- (o) regulations 88, 89 and 90;
- (p) regulation 93;
- (q) regulations 94 to 98 inclusive;
- (r) regulation 101;
- (s) regulation 103;
- (t) regulation 106;
- (u) regulations 111, 112, 113, 115 and 116;
- (v) regulation 117; and
- (w) regulation 118.

Construction

2. In these articles:

- (a) ***address*** includes a number or address used for the purposes of sending or receiving documents or information by electronic means;
- (b) ***articles*** means these articles of association incorporating Table A (as applicable to the company), as altered from time to time by special resolution;
- (c) ***auditors*** means the auditors of the company;
- (d) ***Companies Acts*** has the meaning given by section 2 of the Companies Act 2006 and includes any enactment passed after those Acts which may, by virtue of that or any other such enactment, be cited together with those Acts as the "Companies Acts" (with or without the addition of an indication of the date of any such enactment);
- (e) ***director*** means a director of the company and ***the directors*** means the directors or any of them acting as the board of directors of the company;
- (f) ***dividend*** means dividend or bonus;
- (g) ***electronic copy, electronic form and electronic means*** have the meanings given to them by section 1168 of the Companies Act 2006;
- (h) ***hard copy and hard copy form*** have the meanings given to them by section 1168 of the Companies Act 2006;

- (i) *paid* means paid or credited as paid;
- (j) *seal* means the common seal of the company and includes any official seal kept by the company by virtue of section 39 or 40 of the Companies Act 1985;
- (k) references to a document or information being sent, supplied or given to or by a person mean such document or information, or a copy of such document or information, being sent, supplied, given, delivered, issued or made available to or by, or served on or by, or deposited with or by that person by any method authorised by these articles, and sending, supplying and giving shall be construed accordingly;
- (l) references to writing mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether in electronic form or otherwise, and written shall be construed accordingly;
- (m) words denoting the singular number include the plural number and vice versa, words denoting the masculine gender include the feminine gender and words denoting persons include corporations;
- (n) words or expressions contained in these articles which are not defined in these articles but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these articles) unless inconsistent with the subject or context;
- (o) subject to paragraph (q), references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force;
- (p) headings and marginal notes are inserted for convenience only and do not affect the construction of these articles;
- (q) powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them;
- (r) the word *directors* in the context of the exercise of any power contained in these articles includes any committee consisting of one or more directors, any director holding executive office and any local or divisional directors, manager or agent of the company to which or, as the case may be, to whom the power in question has been delegated;
- (s) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and
- (t) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other

body or person who is for the time being authorised to exercise it under these articles or under another delegation of the power.

Single member

3. If at any time and for so long as the company has a single member, all the provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company with a single member.

SHARE CAPITAL

Shares with special rights

4. Regulation 2 of Table A is amended by the addition at the end of the regulation of the words “or, subject to and in default of such determination, as the directors shall determine”.

Section 80 authority

5. In place of all authorities in existence at the date of adoption of these articles, the directors are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount equal to the authorised share capital of the company at the date of adoption of these articles for a period expiring (unless previously renewed, varied or revoked by the company in general meeting) five years after the date of adoption of these articles.

Section 89 exclusion

6. The pre-emption provisions in section 89(1) of the Companies Act 1985 and the provisions of sub-sections 90(1) to 90(6) inclusive of the Companies Act 1985 shall not apply to any allotment of the company's equity securities.

Allotment after expiry

7. Before the expiry of the authority granted by article 5 the company may make an offer or agreement which would or might require relevant securities to be allotted after that expiry and the directors may allot relevant securities in pursuance of that offer or agreement as if that authority had not expired.

Residual allotment powers

8. Subject to the provisions of articles 5, 6 and 7, the provisions of the Act and to any resolution of the company in general meeting passed pursuant to those provisions:

- (a) all unissued shares for the time being in the capital of the company (whether forming part of the original or any increased share capital) shall be at the disposal of the directors; and
- (b) the directors may allot (with or without conferring a right of renunciation), grant options over, or otherwise dispose of them to such persons on such terms and conditions and at such times as they think fit.

This article 8 shall not apply to redeemable shares which shall be governed by the provisions of article 9.

REDEEMABLE SHARES

Redeemable shares

9. Subject to the provisions of the Companies Acts, any shares may, with the sanction of a special resolution, be issued on terms that they are, or at the option of

the company or the member registered in respect of such shares are liable, to be redeemed on such terms and in such manner as may be provided for by these articles..

SHARE CERTIFICATES

**Execution of
certificates**

10. In the second sentence of regulation 6 of Table A, the words "sealed with the seal" are deleted and replaced by the words "executed under the seal or otherwise in accordance with the Act or in such other manner as the directors may approve".

TRANSFER OF SHARES

**Registration
of transfer**

11. The directors may, in their absolute discretion and without assigning any reason therefor, refuse to register the transfer of a share to any person, whether or not it is fully paid.

GENERAL MEETINGS

**Convening
general
meetings**

12. Regulation 37 of Table A is amended by:
- (a) omitting after the words "proceed to convene" the words "an extraordinary" and inserting the word "a"; and
 - (b) omitting after the first reference to "general meeting" the words "for a date not later than eight weeks after receipt of the requisition" and inserting the words "in accordance with the provisions of the Act".

**Period of
notice**

13. Regulation 38 of Table A is amended by:
- (a) omitting the words "An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary";
 - (b) omitting paragraph (a);
 - (c) omitting in paragraph (b) the words "in the case of any other meeting" and "-five"; and
 - (d) omitting the words "and, in the case of an annual general meeting, shall specify the meeting as such".

**Waiver of
notice**

14. Any member may in writing waive notice of any meeting either prospectively or retrospectively and if he shall do so it shall be no objection to the validity of such meeting that notice was not given to him.

Quorum

15. Regulation 40 of Table A is amended by inserting at the beginning of the second sentence the words "Save in the case of a company with a single member".

**Single
member**

16. If and for so long as the company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the company in

general meeting save that this article shall not apply to resolutions passed pursuant to sections 168 and 510 of the Companies Act 2006.

17. Any decision taken by a sole member pursuant to article 16 above shall be recorded in writing and delivered by that member to the company for entry in the company's minute book.

VOTES OF MEMBERS

Right to vote

18. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder.

Poll

19. At any general meeting a poll may be demanded by the chairman or by any member present in person or by proxy and Regulation 46 of Table A shall be varied accordingly.

**Appointment
of proxy:
execution**

20. The appointment of a proxy, whether in hard copy form or electronic form, shall be executed in such manner as the directors may approve. Subject thereto, the appointment of a proxy shall be executed by the appointor or his attorney or, if the appointor is a corporation, executed by a duly authorised officer, attorney or other authorised person or under its common seal.

**Form of
proxy**

21. The appointment of a proxy shall be made in writing and shall be in any usual form or in any other form which the directors may approve. Subject thereto, the appointment of a proxy may be:

- (a) in hard copy form; or
- (b) in electronic form, if the company agrees.

The directors may, if they think fit, but subject to the provisions of the Companies Acts, at the company's expense send hard copy forms of proxy for use at the meeting and issue invitations in electronic form to appoint a proxy in relation to the meeting in such form as may be approved by the directors. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. A member may appoint more than one proxy to attend on the same occasion, provided that each such proxy is appointed to exercise the rights attached to a different share or shares held by that member.

**Delivery/
receipt of
proxy
appointment**

22. The appointment of a proxy shall:

- (a) if in hard copy form, be delivered by hand or by post to the registered office or such other place within the United Kingdom as may be specified by or on behalf of the company for that purpose:

- (i) in the notice convening the meeting, or

- (ii) in any form of proxy sent by or on behalf of the company in relation to the meeting,

not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote or handed to the chairman of the meeting or adjourned meeting before the commencement of such meeting; or

- (b) if in electronic form, be received at any address to which the appointment of a proxy may be sent by electronic means pursuant to a provision of the Companies Acts or to any other address specified by or on behalf of the company for the purpose of receiving the appointment of a proxy in electronic form:

- (i) in the notice convening the meeting, or
- (ii) in any form of proxy sent by or on behalf of the company in relation to the meeting, or
- (iii) in any invitation to appoint a proxy issued by or on behalf of the company in relation to the meeting,

not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- (c) in either case, where a poll is taken more than 48 hours after it is demanded, be delivered or received as aforesaid after the poll has been demanded and before the time appointed for the taking of the poll; or
- (d) if in hard copy form, where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director;

and any proxy appointment which is not delivered or received in a manner so permitted shall be invalid.

**Receipt of
authority**

23. Where the appointment of a proxy is expressed to have been or purports to have been made, sent or supplied by a person on behalf of the holder of a share:

- (a) the company may treat the appointment as sufficient evidence of the authority of that person to make, send or supply the appointment on behalf of that holder;
- (b) that holder shall, if requested by or on behalf of the company at any time, send or procure the sending of any written authority under which the appointment has been made, sent or supplied or a copy of such authority certified notarially or in some other way approved by the directors, to such address and by such

time as may be specified in the request and, if the request is not complied with in any respect, the appointment may be treated as invalid; and

- (c) whether or not a request under article 23(b) has been made or complied with, the company may determine that it has insufficient evidence of the authority of that person to make, send or supply the appointment on behalf of that holder and may treat the appointment as invalid.

**Revocation of
authority**

24. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding the poll unless notice of the determination was delivered or received as mentioned in the following sentence before the start of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll. Such notice of determination shall be either in hard copy form delivered to the office or such other place within the United Kingdom as may be specified by or on behalf of the company in accordance with article 22(a) or in electronic form received at the address (if any) specified by the company in accordance with article 22(b) regardless of whether any relevant proxy appointment was effected in hard copy form or in electronic form.

**Rights of
proxy**

25. A proxy appointment shall be deemed to entitle the proxy to exercise all or any of the appointing member's rights to attend and to speak and vote at a meeting of the company. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.

NUMBER OF DIRECTORS

**Number of
directors**

26. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not less than one but shall not be subject to any maximum in number. A sole director may exercise all the powers and discretions expressed by these articles to be vested in the directors generally, and article 54 of these articles shall be read and construed accordingly.

**Power to
appoint
alternates**

27. A director (other than an alternate director) may appoint any person willing to act, whether or not he is a director of the company, to be an alternate director and may remove from office an alternate director so appointed by him.

**Alternates
entitled to
receive notice**

28. Regulation 66 of Table A shall be amended by the deletion of the last sentence.

**Alternates
representing
more than
one director**

29. A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents (and who is not present) 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.

Expenses and remuneration of alternates

30. An alternate director may be repaid by the company such expenses as might properly have been repaid to him if he had been a director but shall not be entitled to receive any remuneration from the company in respect of his services as an alternate director except 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. Regulation 66 of Table A shall be varied accordingly. An alternate director shall be entitled to be indemnified by the company to the same extent as if he were a director.

Termination of appointment

31. An alternate director shall cease to be an alternate director:
- (a) if his appointor ceases to be a director; or
 - (b) if his appointor revokes his appointment pursuant to article 27; or
 - (c) on the happening of any event which, if he were a director, would cause him to vacate his office as director; or
 - (d) if he resigns his office by notice to the company.

Method of appointment and revocation

32. Any appointment or removal of an alternate director shall be by notice to the company by the director making or revoking the appointment and shall take effect in accordance with the terms of the notice on receipt of such notice by the company which shall be in hard copy form or in electronic form sent to such address (if any) for the time being specified by or on behalf of the company for that purpose, or, in default of such specification, to the office.

POWERS OF DIRECTORS

Exercise by company of voting rights

33. The directors may exercise the voting power conferred by the shares in any body corporate held or owned by the company in such manner in all respects as they think fit (including without limitation the exercise of that power in favour of any resolution appointing its members or any of them directors of such body corporate, or voting or providing for the payment of remuneration to the directors of such body corporate).

DELEGATION OF DIRECTORS' POWERS

Committees of the directors

34. The directors may delegate any of their powers to any committee consisting of one or more directors as they think fit. The directors may also delegate to any director holding any executive office such of their powers as the directors consider desirable to be exercised by him. Any such delegation shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate all or any of the powers delegated to one or more directors (whether or not acting as a committee) or to any employee or agent of the company. Any such delegation may be made subject to such conditions and with such restrictions as the directors may specify, and either collaterally with or to the exclusion of their own powers, and any such delegation may be revoked or altered. The directors may co-opt persons other than directors on to any such committee. Such co-opted persons may enjoy voting rights in the committee. The co-opted members shall be less than one-

half of the total membership of the committee and a resolution of any committee shall be effective only if a majority of the members present are directors. Subject to any conditions imposed by the directors, the proceedings of a committee with two or more members shall be governed by these articles regulating the proceedings of directors so far as they are capable of applying.

Offices including the title "director"

35. The directors may appoint any person to any office or employment having a designation or title including the word "director" or attach such a designation or title to any existing office or employment with the company and may terminate any such appointment or the use of any such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that the holder is a director of the company, and the holder shall not thereby be empowered in any respect to act as, or be deemed to be, a director of the company for any of the purposes of these articles.

APPOINTMENT AND REMOVAL OF DIRECTORS

Appointment and removal by majority shareholder

36. The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at a general meeting of the company (the *appointor*) may at any time and from time to time appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and remove any director from office. Any appointment or removal of a director under this article shall be by notice to the company executed by or on behalf of the appointor and shall take effect in accordance with the terms of the notice on receipt of such notice by the company which shall be in hard copy form or in electronic form sent to such address (if any) for the time being specified by or on behalf of the company for that purpose, or, in default of such specification, to the office.

Appointment by the directors

37. The directors shall also have power to appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing directors, subject to any maximum for the time being in force, and any director so appointed shall hold office until he is removed in accordance with article 36 or under regulation 81 of Table A (as amended by these articles).

Managing director

38. The last sentence of regulation 84 of Table A shall not apply.

Retirement by rotation

39. The directors shall not be subject to retirement by rotation and all references in Table A to retirement by rotation are modified accordingly.

DISQUALIFICATION OF DIRECTORS

Disqualification is a director

40. Regulation 81 of Table A is amended by adding before the final full stop the following words:

“ ; or

(f) he is removed in accordance with article 36; or

(g) he is requested to resign in writing by not less than three quarters of the other directors. In calculating the number of directors who are

required to make such a request to the director, (i) an alternate director appointed by him acting in his capacity as such shall be excluded; and (ii) a director and any alternate director appointed by him and acting in his capacity as such shall constitute a single director for this purpose, so that the signature of either shall be sufficient”

DIRECTORS' APPOINTMENTS AND INTERESTS

**Authorisation
under s175 of
the
Companies
Act 2006**

41. For the purposes of section 175 of the Companies Act 2006, the directors may authorise any matter proposed to them in accordance with these articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the company. Any such authorisation will be effective only if:

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

The directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.

For the purposes of the articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

**Director may
contract with
the company
and hold
other offices
etc**

42. Provided that he has disclosed to the directors the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 apply, in which case no such disclosure is required) a director notwithstanding his office:

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;
- (b) may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director; and
- (c) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate:
 - (i) in which the company is (directly or indirectly) interested as shareholder or otherwise; or

- (ii) which is the parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company; or
- (iii) with which he has such a relationship at the request or direction of the company or any parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company.

**Remuneration
benefits etc.**

43. A director shall not, by reason of his office, be accountable to the company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

- (a) the acceptance, entry into or existence of which has been approved by the directors pursuant to article 41 (subject, in any such case, to any limits or conditions to which such approval was subject); or
- (b) which he is permitted to hold or enter into by virtue of paragraph (a), (b) or (c) of article 42;

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006.

**Notification
of interests**

44. Any disclosure required by article 42 may be made at a meeting of the directors, by notice in writing or by general notice or otherwise in accordance with section 177 of the Companies Act 2006.

**Duty of
confidentiality
to another
person**

45. A director shall be under no duty to the company with respect to any information which he obtains or has obtained otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the directors pursuant to article 41. In particular, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 because he fails:

- (a) to disclose any such information to the directors or to any director or other officer or employee of the company; and/or
- (b) to use or apply any such information in performing his duties as a director of the company.

**Consequences
of
authorisation**

46. Where the existence of a director's relationship with another person has been approved by the directors pursuant to article 41 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 because he:

- (a) absents himself from meetings of the directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or

- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the company and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.

Without
prejudice to
equitable
principles or
rule of law

47. The provisions of articles 45 and 46 are without prejudice to any equitable principle or rule of law which may excuse the director from:

- (a) disclosing information, in circumstances where disclosure would otherwise be required under these articles; or
- (b) attending meetings or discussions or receiving documents and information as referred to in article 46, in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.

BENEFITS AND INSURANCE

Insurance

48. Without prejudice to the provisions of article 80, the directors may exercise all the powers of the company to purchase and maintain insurance for or for the benefit of any person who is or was:

- (a) a director, other officer, employee or auditor of the company, or any body which is or was the holding company or subsidiary undertaking of the company, or in which the company or such holding company or subsidiary undertaking has or had any interest (whether direct or indirect) or with which the company or such holding company or subsidiary undertaking is or was in any way allied or associated; or
- (b) a trustee of any pension fund in which employees of the company or any other body referred to in article 48(a) is or has been interested,

including without limitation insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the relevant body or fund.

Directors not
liable to
account

49. Without prejudice to the generality of article 43, no director or former director shall be accountable to the company or the members for any benefit provided pursuant to regulation 87 of Table A or article 48. The receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.

Section 719 of
the Companies
Act 1985

50. Pursuant to section 719 of the Companies Act 1985, the directors are hereby authorised to make such provision as may seem appropriate for the benefit of any persons employed or formerly employed by the company or any of its subsidiary undertakings in connection with the cessation or the transfer of the whole or part of

the undertaking of the company or any subsidiary undertaking. Any such provision shall be made by a resolution of the directors in accordance with section 719.

PROCEEDINGS OF DIRECTORS

**Convening
meetings**

51. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors by giving notice of the meeting to each director. Notice of a meeting of the directors shall be deemed to be properly sent to a director if it is sent to him personally or by word of mouth, or sent in hard copy form to him at his last known address or such other address (if any) as may for the time being be specified by him or on his behalf to the company for that purpose, or sent in electronic form to such address (if any) as may for the time being be specified by him or on his behalf to the company for that purpose. It shall not be necessary to give notice of a directors' meeting to any director who is for the time being absent from the United Kingdom unless:

- (a) he has given to the company any address, whether within or outside the United Kingdom, at which notices can be served on him; or
- (b) in the opinion of the secretary or director calling the meeting it is possible at the time notice is to be given to give him such notice in electronic form and it will be possible for him to participate in the meeting by telephone or other communication equipment as referred to in article 55 of these articles.

No account is to be taken of directors absent from the United Kingdom when considering the adequacy of the period of notice of the meeting. Any director may waive notice of a meeting and any such waiver may be retrospective. Any notice pursuant to this article need not be in writing if the directors so determine.

Location

52. Meetings may be held in any part of the world.

Voting

53. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.

Quorum

54. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two, except when there is only one director. If there is only one director, he may exercise all the powers and discretions conferred on directors by these articles. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum. Any director who ceases to be a director at a directors' meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the directors' meeting if no director objects and if otherwise a quorum of directors would not be present.

**Meetings by
telephone, etc.**

55. Without prejudice to the first sentence of article 51, a person entitled to be present at a meeting of the directors or of a committee of the directors 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.

Resolutions in writing

56. A resolution in writing agreed to by all the directors entitled to receive notice of meeting of the directors or of a committee of the directors (not being less than the number of directors required to form a quorum) shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of the directors duly convened and held. For this purpose:

- (a) a director signifies his agreement to a proposed written resolution when the company receives from him a document indicating his agreement to the resolution authenticated in the manner permitted by the Companies Acts for a document in the relevant form;
- (b) the director may send the document in hard copy form or in electronic form to such address (if any) for the time being specified by the company for that purpose, or in default of such specification to the office;
- (c) if an alternate director signifies his agreement to the proposed written resolution, his appointor need not also signify his agreement; and
- (d) if a director signifies his agreement to the proposed written resolution, an alternate director appointed by him need not also signify his agreement in that capacity.

Directors' power to vote on contracts in which they are interested

57. Subject to the Act and without prejudice to his obligations of disclosure under the Act and these articles, a director may vote at any meeting of the directors or of a committee of the directors on, and be counted in the quorum present at a meeting in relation to, any resolution concerning a transaction or arrangement with the company or in which the company is interested, or concerning any other matter in which the company is interested, notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the company.

SECRETARY

58. Regulation 99 of Table A is amended by inserting after the words "Subject to the provisions of the Act," the words "the directors may decide from time to time whether the company should have a secretary and, if they so decide,". In these articles references to the secretary shall be construed accordingly.

THE SEAL, DEEDS AND CERTIFICATION

Execution of deed

59. The company may exercise all the powers conferred by the Companies Acts with regard to having any official seal, or otherwise in relation to the execution of documents by the company, and such powers shall be vested in the directors. A document signed in accordance with section 44(2) of the Companies Act 2006 and

expressed (in whatever form of words) to be executed by the company has the same effect as if executed under the seal.

Delivery

60. Any document to which an official seal is affixed or which is otherwise executed by the company shall be delivered at such time, and in such manner, as the directors may from time to time determine, and shall not be deemed to be delivered by the company solely as a result of having been executed by the company.

**Official seal
for use abroad**

61. The company may exercise the powers conferred by section 39 of the Companies Act 1985 with regard to having an official seal for use abroad.

**Certified
copies**

62. Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate and certify as true copies of and extracts from:

- (a) any document comprising or affecting the constitution of the company, whether in hard copy form or in electronic form;
- (b) any resolution passed by the company, the holders of any class of shares in the capital of the company, the directors or any committee of the directors, whether in hard copy form or in electronic form; and
- (c) any book, record and document relating to the business of the company, whether in hard copy form or in electronic form (including, without limitation, the accounts).

If certified in this way, a document purporting to be a copy of a resolution, or the minutes of or an extract from the minutes of a meeting of the company, the holders of any class of shares in the capital of the company, the directors or a committee of the directors, whether in hard copy form or in electronic form, shall be conclusive evidence in favour of all persons dealing with the company in reliance on it or them that the resolution was duly passed or that the minutes are, or the extract from the minutes is, a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS

Dividends

63. The directors may, if they think fit, from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the company. If at any time the share capital of the company is divided into different classes, the directors may pay such interim dividends in respect of those shares in the capital of the company which confer on the holders thereof deferred or non-preferred rights, as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the directors may also pay half-yearly, or at other suitable intervals to be settled by them, any dividend which may be payable at a fixed or variable rate if they are of the opinion that the profits justify the payment. Provided the directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights. The directors may, if they think fit, direct that any such interim dividends shall be satisfied wholly or partly by the distribution of assets and, where

any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

64. Any dividend or other sum payable in cash to the holder of the shares may be paid by direct debit, bank transfer, money order, cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the register in respect of the shares at his address as appearing in the register or addressed to such person and at such address as the holder or joint holders may in writing direct.

65. Every cheque, warrant or order shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first in the register in respect of the shares, and shall be sent at his or their risk and payment of the cheque, warrant or order by the bank on which it is drawn shall constitute a good discharge to the company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by them. Every such payment made by direct debit or bank transfer shall be made to the holder or joint holders or to or through such other person as the holder or joint holders may in writing direct and the collection of funds from a transfer of funds by a bank in accordance therewith shall be a good discharge to the company.

66. The company shall not be responsible for any loss of any such cheque, warrant or order and any payment made by direct debit or bank transfer shall be at the sole risk of the holder or joint holders. Without prejudice to the generality of the foregoing, if any such cheque, warrant or order has or shall be alleged to have been lost, stolen or destroyed, the directors may, on request of the person entitled thereto, issue a replacement cheque, warrant or order subject to compliance with such conditions as to evidence and indemnity and the payment of out of pocket expenses of the company in connection with the request as the directors may think fit.

RECORD DATES

**Record dates
for dividends,
etc.**

67. Notwithstanding any other provision of these articles, the company or the directors may fix any date as the record date for any dividend, distribution, allotment or issue, which may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made.

COMMUNICATIONS

Form of notice

68. Any notice to be sent to or by any person pursuant to these articles (other than a notice calling a meeting of the directors) shall be in writing.

**Method of
giving notice
to member**

69. Subject to article 68 and unless otherwise provided by these articles, the company shall send or supply a document or information that is required or authorised to be sent or supplied to a member or any other person by the company by a provision of the Companies Acts or pursuant to these articles or to any other rules or regulations

to which the company may be subject in such form and by such means as it may in its absolute discretion determine provided that the provisions of the Companies Act 2006 which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Companies Acts shall, the necessary changes having been made, also apply to sending or supplying any document or information required or authorised to be sent by these articles or any other rules or regulations to which the company may be subject.

Methods of member etc sending document or information

70. Subject to article 68 and unless otherwise provided by these articles, a member or a person entitled by transmission to a share shall send a document or information pursuant to these articles to the company in such form and by such means as it may in its absolute discretion determine provided that:

- (a) the determined form and means are permitted by the Companies Acts for the purpose of sending or supplying a document or information of that type to a company pursuant to a provision of the Companies Acts; and
- (b) unless the directors otherwise permit, any applicable condition or limitation specified in the Companies Acts, including without limitation as to the address to which the document or information may be sent, is satisfied.

Unless otherwise provided by these articles or required by the directors, such document or information shall be authenticated in the manner specified by the Companies Acts for authentication of a document or information sent in the relevant form.

Deemed receipt of notice

71. A member present, either in person or by proxy, at any meeting of the company or of the holders of any class of shares in the capital of the company shall be deemed to have been sent notice of the meeting and, where requisite, of the purposes for which it was called.

Terms and conditions for electronic means

72. The directors may from time to time issue, endorse or adopt terms and conditions relating to the use of electronic means for the sending of notices, other documents and proxy appointments by the company to members or persons entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law and by members or such persons entitled by transmission to the company.

Notice to joint holders

73. In the case of joint holders of a share, all documents and information shall be sent to the joint holder whose name stands first in the register in respect of the joint holding. Any document or information so sent shall be deemed for all purposes sent to all the joint holders.

Registered address outside UK

74. 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 a document or information may be sent to him in hard copy form or an address to which a document or information may be sent to him in electronic form shall (provided that, in the case of electronic copy, the company so agrees) be entitled to have documents or information sent to him at that address but otherwise:

- (a) no such member shall be entitled to receive any document or information from the company; and
- (b) without prejudice to the generality of the foregoing, any notice of a general meeting of the company which is in fact sent or purports to be sent to such member shall be ignored for the purpose of determining the validity of the proceedings at such general meeting.

Proof of sending/when notices etc. deemed sent by post

75. Proof that a document or information sent in hard copy form was properly addressed, prepaid and posted shall be conclusive evidence that the document or information was sent. A document or information sent by the company to a member by post shall be deemed to have been received:

- (a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the document or information was posted;
- (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the document or information was posted;
- (c) in any other case, on the second day following that on which the document or information was posted.

When notices etc. deemed sent by electronic means

76. Proof that a document or information sent or supplied by electronic means was properly addressed shall be conclusive evidence that the document or information was sent or supplied. A document or information sent or supplied by the company to a member by electronic means shall be deemed to have been received by the member on the day following that on which the document or information was sent to the member. Such document or information shall be deemed received by the member on that day notwithstanding that the company becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the company subsequently sends a hard copy of such document or information by post to the member.

77. A document or information sent or supplied by the company to a member by means of a website shall be deemed to have been received by the member:

- (a) when the document or information was first made available on the website; or
- (b) if later, when the member is deemed by article 75 or 76 to have received notice of the fact that the document or information was available on the website. Such a document or information shall be deemed received by the member on that day notwithstanding that the company becomes aware that the member has failed to receive the relevant document or information for any

reason and notwithstanding that the company subsequently sends a hard copy of such document or information by post to the member.

Notice to
persons
entitled by
transmission

78. A document or information may be sent by the company to the person or persons entitled to a share in consequence of the death or bankruptcy of a member or by sending it in any manner the company may choose authorised by these articles for the sending of a document or information to a member, addressed to them by name, or by the title of representative of the deceased, or trustee of the bankrupt or by any similar description at the address (if any) within the United Kingdom as may be supplied for that purpose by or on behalf of the person or persons claiming to be so entitled. Until such an address has been supplied, a document or information may be sent in any manner in which it might have been sent if the death or bankruptcy had not occurred.

WINDING UP

79. If the company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the liquidator may with the authority of a special resolution and subject to any provision sanctioned in accordance with the provisions of the Companies Acts, divide among the members in specie or in kind the whole or any part of the assets of the company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such values as he deems fair upon any assets to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, 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 authority shall think fit, and the liquidation of the company may be closed and the company dissolved, but so that no member shall be compelled to accept any assets in respect of which there is a liability and the liquidator may make any provisions referred to in and sanctioned in accordance with the provisions of the Companies Acts.

INDEMNITY

Indemnity to
directors and
officers

80. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the company (other than any person (whether an officer or not) engaged by the company as auditor) shall be indemnified out of the assets of the company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the company, provided that this article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this article, or any element of it, to be treated as void under the Act.