

Notice of Resolution to Registrar of Companies

ECF (GENERAL PARTNER) LIMITED

Company No. 4335331

RESOLUTION IN WRITING

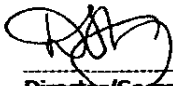
OF THE MEMBERS OF THE COMPANY

Passed on *24 February* 2020

On *24 February* 2020 all the members entitled to receive notice of and to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company passed the following resolution in writing to take effect as if it had been passed as a Special Resolution of a general meeting duly convened and held.

SPECIAL RESOLUTION

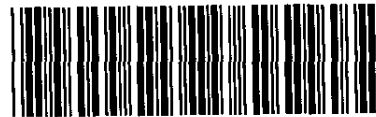
- 1 That the draft Articles of Association attached to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.



Director/Secretary

Certified a true copy

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COMPANIES HOUSE

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ECF (GENERAL PARTNER) LIMITED

Company No. 4335331

RESOLUTION IN WRITING

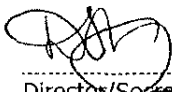
OF THE MEMBERS OF THE COMPANY

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SPECIAL RESOLUTION

- 1 That the draft Articles of Association attached to this resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.



.....
Director/Secretary

Certified a true copy

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
NEW ARTICLES OF ASSOCIATION

of

ECF (GENERAL PARTNER) LIMITED

1 Table A

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date of adoption of these Articles ("Table A") shall, except where the same are excluded or varied by or inconsistent with these Articles, apply to the Company to the exclusion of all other regulations set out in any statute or statutory instrument concerning companies.

2 Interpretation

- 2.1 In these Articles unless the context otherwise requires:

"these Articles" means these Articles of Association in their present form or as from time to time altered;

"Companies Acts" means every statute from time to time in force concerning companies insofar as the same applies to the Company;

"Member" means a member of the Company;

every reference in Table A to "the Act" shall be construed as if the reference was to the Companies Acts;

any words or expressions defined in the Companies Acts in force at the date when these Articles or any part thereof are adopted shall bear the same meaning in these Articles or such part (as the case may be);

where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective.

3 Share capital

3.1 The issued share capital of the Company at the date of the adoption of these Articles is £6.00 divided into:

2 "A" ordinary shares of £1.00 each ("the "A" shares")

2 "B" ordinary shares of £1.00 each ("the "B" shares")

2 "C" ordinary shares of £1.00 each ("the "C" shares")

3.2 The "A" shares, the "B" shares and the "C" shares shall each constitute different classes of shares for the purposes of the Act and shall rank *pari passu* in all respects.

3.3 *The liability of the Members is limited.*

4 Variation of rights

The rights for the time being respectively attached to any "A" shares, "B" shares and/or "C" shares for the time being in issue may from time to time (whether or not the Company is being wound up) be varied or abrogated with the consent in writing of the holders of not less than three-quarters in nominal value of the issued shares of the relevant class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. To any such separate general meeting all the provisions of these Articles as to general meetings of the Company shall *mutatis mutandis* apply, but so that the necessary quorum shall be one holder of the relevant class present in person or by proxy and holding or representing not less than one third in nominal value of the issued shares of the relevant class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him and that any holder of shares of the class present in person or by proxy or (being a corporation) by a duly authorised representative may demand a poll. For the purpose of this Article one holder present in person or by proxy or (being a corporation) by a duly authorised representative may constitute a meeting.

5 Unissued share capital

- 5.1** Subject to the provision of the Companies Acts and these Articles and to any direction to the contrary which may be given by ordinary or other resolution of the Company, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or grant any right or rights to subscribe for such shares or any right or rights to convert any security into such shares or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Directors may determine.
- 5.2** For the purposes of section 551 of the Companies Act 2006 but subject to the provisions of these Articles, the Directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities as defined in the said section up to an aggregate nominal amount of £1,000. This authority shall expire 5 years from the date on which the resolution adopting these Articles is passed but may be previously revoked or varied by the Company in general meeting and may from time to time be renewed by the Company in general meeting for a further period not exceeding 5 years. The Company may make an offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if this authority had not expired.
- 5.3** Sub-section (1) of section 561 and sub-sections (1) to (6) (inclusive) of section 562 of the Companies Act 2006 shall not apply.
- 5.4** Save as may otherwise be provided in special resolution of the Company passed in accordance with these Articles, any shares for the time being unissued shall, before they are issued, be first offered for subscription to the Members holding ordinary shares of the same class in proportion as nearly as the circumstances admit to their existing holdings of ordinary shares of such class. Such offer shall be made by notice specifying the number of shares offered and limited to a time within which the offer, if not accepted, will be deemed to be declined and after the expiration of such time, or if earlier on the receipt of an intimation from the person to whom the offer has been made that he declines to accept the shares offered, the Directors may, subject to these Articles, dispose of the same in such manner as they think most beneficial to the Company. The Directors may, in like manner, dispose of any shares which by reason of the proportion borne by them to the number of persons entitled to such offer as aforesaid or by reason of any difficulty in apportioning the

same cannot in the opinion of the Directors be conveniently offered in the manner hereinbefore provided. The provisions of this Article may be relaxed or varied to any extent by the written agreement of all the Members for the time being.

- 5.5 The rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to, or the terms of issue of, such shares, be deemed to be altered by the creation or issue of further shares ranking *pari passu* therewith.

6 Lien

The lien conferred by regulation 8 attaches to all shares, whether fully paid or not, registered in the name of a person indebted or under liability to the company, whether he is the sole holder of the shares or one of two or more joint holders, and to all distributions and other monies and property attributable to them. The lien shall be for all sums presently payable to the company by him or his estate and regulation 8 is modified accordingly.

7 Transfer of shares

- 7.1 Subject to the provisions of Regulation 24 of Table A (as varied by these Articles) any share may at any time be transferred:

- (A) (where the share capital of the Company is divided into shares of different classes but not otherwise) to a Member holding shares of the same class; or
- (B) by any Member, being a body corporate, to a body corporate which is in relation to such Member a holding company or a subsidiary or a subsidiary of such holding company or to a body corporate which has acquired in connection with a scheme of amalgamation or reconstruction the whole or the main part of the undertaking and assets of such Member (but if the transferee body corporate ceases to retain that relationship with the original transferor Member which qualified for the transfer under this Article 7.1 (B) to be made, the transferee body corporate shall retransfer the share to the original Member); or
- (C) to any person with the consent in writing of all other Members of the Company.

7.2 Except as permitted under sub-paragraph 7.1 above and subject to the rights attached to any particular class of shares in the Company, no transfer or other disposal of any share or any interest or right in or arising from any share (an option or like right to acquire a share (whether by subscription or otherwise) being deemed to be an interest in a share for this purpose) shall be made or registered without the previous sanction of the Directors who may in their absolute and unfettered discretion, without assigning any reason, refuse to give such sanction. If such sanction shall not be given within 8 weeks after the transfer is lodged for registration the sanction shall be deemed to have been refused at the expiration of such period and the transferee shall be notified of such refusal. Regulation 24 of Table A shall be varied accordingly.

8 Alteration of capital

Subject to the provisions of Article 12.1, the Company may from time to time by special resolution increase the share capital by such sum to be divided into shares of such amount as the resolution shall provide. Regulation 32 of Table A shall be varied accordingly.

9 Purchase of own shares

Except with the consent in writing of and in the manner authorised by all the Members, the powers conferred by Regulation 35 of Table A shall not be exercised.

10 Proceedings at general meetings

10.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment, choice or election of a Chairman which shall not be treated as part of the business of the meeting.

10.2 Subject to the provisions of Article 10.3 and any shareholders' agreement from time to time relating to the Company, the quorum at any general meeting shall be as follows:

- (A) if at any time there shall be any "A" shares in issue, at least one Member present in person or by proxy or, being a corporation, by a duly authorised representative, who shall be the holder of "A" shares;
- (B) if at any time there shall be any "B" shares in issue, at least one Member present in person or by proxy or, being a corporation, by a

duly authorised representative, who one shall be a holder of "B" shares;

(C) if at any time there shall be any "C" shares in issue, at least one Member present in person or by proxy or, being a corporation, by a duly authorised representative, who one shall be a holder of "C" shares.

- 10.3 If within 30 minutes (or such longer time as the Chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such other day (being not less than 7 days thereafter) and at such time or place as the Chairman of the meeting may reasonably determine, having regard to the availability of the Members or their representatives, and the Company shall give not less than 2 clear days' notice in writing of the adjourned meeting. At the adjourned meeting two Members (holding two separate classes of share whatever the number of shares held by them) present in person or by proxy or, being a corporation, by a duly authorised representative, shall constitute a quorum for the transaction of the specific (as opposed to general) business of the Company as set out in the notice for the original meeting to which the adjourned meeting relates.
- 10.4 Regulations 39, 40 and 41 of Table A shall not apply.
- 10.5 The Chairman of the board of directors shall preside as Chairman of any general meeting of the Company and Regulation 42 of Table A shall not apply. If the Directors have not appointed a Chairman in accordance with Article 18 or the Chairman so appointed is absent, the "A" Directors may appoint one of themselves to be the Chairman of any general meeting, or if no "A" Directors are present or the "A" Directors fail to exercise such power, the "B" Directors may appoint one of themselves to be the Chairman of any general meeting, or if no "B" Directors are present or the "B" Directors fail to exercise such power, the "C" Directors may appoint one of themselves to be the Chairman of any general meeting.
- 10.6 At any general meeting a poll may be directed by the Chairman or demanded by any Member present in person or by proxy or, being a corporation, by a duly authorised representative, and Regulation 46 of Table A shall be varied accordingly.
- 10.7 Regulation 50 of Table A shall not apply.

10.8 *In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative and Regulation 53 of Table A shall be extended accordingly.*

11 Votes of members

11.1 Subject to the provisions of any shareholders' agreement from time to time relating to the Company and to any rights or restrictions for the time being attached to any class or classes of shares (including, without limit, the provisions of paragraphs 11.2, 11.3 and 11.4 below), on a show of hands every Member present in person or (being a corporation) by a duly authorised representative shall have one vote, and on a poll every Member present in person or by proxy or (being a corporation) by a duly authorised representative shall have one vote for each share of which he is the holder, save that no resolution considered at a general meeting of shareholders shall be treated as approved unless approved by the holders of a majority of each class of share represented at the relevant meeting which are entitled to vote on such matter. In the event that a Member fails to cast its vote in respect of a resolution proposed at a general meeting of the Company where it is entitled to vote, it is deemed to have voted against it. Regulation 54 of Table A shall not apply.

11.2 Upon any resolution for the removal from office of any Director appointed or deemed to be appointed under the provisions of Article 17.1, no "B" share or "C" share shall confer upon the holder any right to vote either on a poll or a show of hands or otherwise.

11.3 Upon any resolution for the removal from office of any Director appointed or deemed to be appointed under the provisions of Article 17.2, no "A" share or "C" share shall confer upon the holder any right to vote either on a pool or a show of hands or otherwise.

11.4 Upon any resolution for the removal from office of any Director appointed or deemed to be appointed under the provisions of Article 17.3, no "A" share or "B" share shall confer upon the holder any right to vote either on a poll or a show of hands or otherwise.

11.5 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the registered office of the Company (or at such other place in the United Kingdom as is specified for that purpose in the notice of

meeting or any instrument of proxy sent by the Company in relation to the meeting) not less than 1 hour before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or handed to the Chairman of the meeting or adjourned meeting before the commencement of such meeting. In default, the instrument of proxy is not to be treated as valid. Regulation 62 of Table A does not apply.

12 Matters requiring consent

12.1 The prior consent (in writing or in general meeting) of Members who for the time being hold not less than 100 per cent in nominal value of the entire issued share capital of the Company shall be required to:

- (A) modify or vary the rights attaching to any class of shares of the Company;
- (B) alter (either to increase or decrease) the share capital of the Company;
- (C) amend the memorandum or articles of association of the Company;
- (D) cease or propose to cease to carry on the business of the Company or wind up the Company (unless it shall have become insolvent); and
- (E) dispose of the whole or a substantial part of the undertaking of the Company (but excluding any assets held by or in the name of the Company on trust or otherwise on behalf of or for the benefit of any other person, firm, partnership, company or association or body of persons, whether corporate or unincorporated).

13 Powers of directors

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. Any instrument to which an official seal is affixed or which is otherwise executed by the Company shall be signed by such persons, if any, as the Directors may from time to time determine and unless otherwise so determined shall be signed by a Director and by the Secretary or a second Director. Any such document 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. Regulation 101 of Table A shall not apply.

14 Number of directors

The number of Directors shall not be less than 3 or more than 7 one of whom shall be Chairman in accordance with Article 18. Regulation 64 of Table A shall not apply.

15 Alternate directors

15.1 The Members who for the time being hold a majority in nominal value of the issued "A" shares or of the issued "B" shares or of the issued "C" shares (as applicable) may at any time appoint any person (including another Director) to be the alternate Director of any Director appointed by the relevant class and may at any time terminate such appointment. In the event of a Member being a body corporate, such alternate shall be either (a) a full time employee or (b) a non-executive director or (c) a principal consultant of the Member (or of the holding company of such Member or of any subsidiary of such holding company) who for the time being holds a majority in nominal value of the issued "A" shares or of the issued "B" shares or of the issued "C" shares (as applicable). Any appointment or termination of appointment shall be effected in like manner as provided in Article 17.4. For the purposes of these Articles, an alternate Director appointed by a majority in nominal value of the issued "A" shares shall be deemed to be an "A" Director and an alternate Director appointed by a majority in nominal value of the issued "B" shares shall be deemed to be a "B" Director, an alternate Director appointed by a majority in nominal value of the issued "C" shares shall be deemed to be a "C" Director. A person can be appointed an alternate Director by more than one Director provided all such appointors represent the same class of shares but not otherwise.

15.2 An alternate Director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent *mutatis mutandis* as if he were a Director but shall not be entitled to receive from the Company any fee in his capacity as an alternate Director except such part (if any) of the remuneration otherwise payable to the Director appointing him as such Director may by notice in writing to the Company from time to time direct. An alternate Director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of the Directors. Regulations 65 and 66 of Table A shall be varied accordingly.

- 15.3 Every person acting as an alternate Director shall have one vote for each Director for whom he acts as alternate (in addition to his own vote if he is also a Director) but he shall count as only one "A" Director or one "B" Director or one "C" Director (as appropriate) for the purpose of determining whether a quorum is present. The signature of an alternate Director to any resolution in writing of the Directors or of a committee of the Directors shall, unless notice of his appointment provides to the contrary, be as effective as the signature of his appointor.
- 16 **Delegation of director's powers**
- 16.1 The Directors may not delegate any of their powers to a committee or to any managing director or to any Director holding any other executive office.
- 17 **Appointment and retirement of directors**
- 17.1 The Members who for the time being hold a majority in nominal value of the issued "A" shares from time to time shall be entitled to appoint two Directors, to remove any Director so appointed and to appoint another Director in place of any Director so appointed who for any reason ceases to be a Director. Any persons so appointed or deemed to be so appointed under this Article 17.1 are herein called "A" Directors.
- 17.2 The Members who for the time being hold a majority in nominal value of the issued "B" shares from time to time shall be entitled to appoint two Directors, to remove any Directors so appointed and to appoint another Director in place of any Director so appointed who for any reason ceases to be a Director. Any persons so appointed or deemed to be so appointed under this Article 17.2 are herein called "B" Directors.
- 17.3 The Members who for the time being hold a majority in nominal value of the issued "C" shares from time to time shall be entitled to appoint two Directors, to remove any Directors so appointed and to appoint another Director in place of any Director so appointed who for any reason ceases to be a Director. Any persons so appointed or deemed to be so appointed under this Article 17.3 are herein called "C" Directors.
- 17.4 In the event of a member being a body corporate, any person appointed or deemed to be appointed under this Article 17 shall be either (a) a full time employee or (b) a non-executive director or (c) a principal consultant of the Member (or of the holding company of such Member or of any subsidiary of such holding company) who for the time being holds a majority in nominal value of the issued "A" shares or of the issued "B" shares or of the issued "C" shares (as applicable).

- 17.5 Any appointment or removal under this Article 17 shall be by notice in writing lodged at the registered office of the Company or delivered to a duly constituted meeting of the Directors of the Company and signed under the hand or hands of the holder or holders of a majority in nominal value of the issued shares of the class effecting the same. Any such appointment or removal shall take effect as at the time of such lodgement or delivery or at such later time as shall be specified therein. In the case of a corporation such notice may be signed by or on its behalf by a director or secretary thereof or by its duly appointed attorney or duly authorised representative.
- 17.6 No Director shall be required to retire or vacate his office or be ineligible or reappointment as a Director, nor shall any person be ineligible for appointment as a Director, by reason of his having attained any particular age.
- 17.7 Regulations 73 to 80 (inclusive) of Table A shall not apply.
- 17.8 The office of a Director shall be vacated in any of the events following, namely:
- (A) if he resigns his office by notice in writing delivered to the registered office of the Company or tendered to a meeting of the Directors; or
 - (B) if he becomes of unsound mind or a patient for the purposes of any statute relating to mental health and the Directors resolve that his office is vacated; or
 - (C) if he becomes bankrupt or compounds with his creditors; or
 - (D) if he is prohibited from being a Director by law or by the order of any Court or Tribunal of competent jurisdiction; or
 - (E) if being a Director appointed or deemed to be appointed under this Article 17, he is removed from office under the provisions of that Article; or
 - (F) if being a Director appointed under this Article 17, the Member or the Members entitled to appoint him shall cease to be so entitled.

Regulation 81 of Table A shall not apply.

18 Chairman

18.1 At any time, the Directors of the Board may appoint a person who is not associated with the holders of the "A" shares, the "B" shares or the "C" shares to be the Chairman of the Board. Such person shall be entitled to chair and participate in board meetings but shall not have the right to vote. In the event that the Directors of the Board appoint a person who is associated with the holders of the "A" shares, the "B" shares or the "C" shares to be the Chairman of the Board, such person shall not have a second or casting vote in the case of an equality of votes whether on a show of hands or on a poll. Regulation 88 of Table A shall be varied accordingly.

18.2 If the board cannot agree on the appointment of a Chairman, then the "A" Directors may appoint one of themselves to be the Chairman of any board meeting, or if no "A" Directors are present or the "A" Directors fail to exercise such power, the "B" Directors may appoint one of themselves to be the Chairman of any board meeting, or if no "B" Directors are present or the "B" Directors fail to exercise such power, the "C" Directors may appoint one of themselves to be the Chairman of any board meeting. Any appointment or removal shall be effected in like manner as provided in like manner as provided in Article 17.4. Regulation 91 of Table A shall not apply.

19 Proceedings of directors

19.1 Resolutions arising at any meeting of the Directors shall, unless otherwise determined by all the Members or if otherwise determined under the provisions of any shareholders' agreement from time to time relating to the Company, require unanimous approval of each class of Directors present and entitled to vote at the relevant validly convened meeting. For this purpose if an "A" Director, "B" Director or "C" Director fails to cast his vote on behalf of the shares he represents in respect of a resolution proposed to a meeting of the Board where he is entitled to vote, he is deemed to have voted against. If there are two Directors representing a class of shares, which are in disagreement then the Director voting against the resolution is to prevail. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

19.2 Any Director may, and the secretary at the request of any Director shall, call a meeting of the Directors.

- 19.3 Subject to the provisions of any shareholders' agreement from time to time relating to the Company, the quorum necessary for the transaction of the business of the Directors shall throughout the meeting be as follows:
- (A) if at any time there shall be any "A" shares in issue, at least one Director who shall be an "A" Director;
 - (B) if at any time there shall be any "B" shares in issue, at least one Director who shall be a "B" Director; and
 - (C) if at any time there shall be any "C" shares in issue, at least one director who shall be a "C" Director.
- 19.4 If within thirty minutes (or such longer time as the Chairman of the Board of Directors may determine to wait) after the time appointed for a meeting of the board of Directors a quorum is not present, the meeting shall stand adjourned to such other day and at such time or place as the Chairman of board of Directors may reasonably determine having regard to the availability of the Directors PROVIDED THAT the Company shall give not less than 2 clear days' notice in writing of the adjourned meeting. Notwithstanding the provisions of Article 19.3 but subject always to the provision of any shareholders' agreement from time to time relating to the Company, at the adjourned meeting the number of Directors of any two classes present shall constitute a quorum for the transaction of the business at an adjourned meeting of the board of Directors for the specific (as opposed to the general) business as set out in the notice for the original meeting of the board of Directors to which the adjourned meeting relates.
- 19.5 A person who holds office only as an alternate Director shall, if the Director he has been appointed to represent is not present, be counted in the quorum. Regulation 89 Table A shall not apply.
- 19.6 Any Director who ceases to be a Director at a board meeting may continue to be present and to act as a Director and be counted in the quorum until the termination of the board meeting if no other Director objects and if otherwise a quorum of Directors would not be present.
- 19.7 Unless in any particular case such requirements is waived in writing by all (but not some only) of the Directors then in office, not less than seven days prior notice must be given of any meeting of the Directors convened under or pursuant to these Articles. It shall be necessary to give notice of a meeting to a Director who is

absent from the United Kingdom for less than one calendar month. Regulation 88 of Table A shall be varied accordingly.

19.8 Any shareholder may, and the secretary at the request of any shareholder shall, call a meeting of the Directors.

19.9 Subject to the provisions of these Articles and any shareholders' agreement from time to time relating to the Company and provided a Director shall have disclosed such interest in accordance with Regulation 85 of Table A, if consent is given by all of the other Directors who are entitled to vote, then a Director shall be entitled to vote in respect of any transaction, contract, arrangement or agreement with the Company in which he is in any way, whether directly or indirectly, interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. For the purpose of this Article, an interest of a person who is, for any purpose of the Act, connected with a Director shall be treated as an interest of the Director and, in relation to an alternate Director, an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise. Regulations 94 to 98 (inclusive) of Table A shall not apply.

19.10 In Regulations 53 and 93 of Table A and these Articles "writing" shall be deemed to include photocopy, telex, facsimile, telegram and other methods of reproducing or communicating in writing in visible form.

19.11 A Director shall be treated as present in person at a meeting of the board if he is in communication with the meeting by conference telephone or other communication equipment permitting those attending the meeting to hear one another. Such Director shall be counted in the quorum of the meeting and shall be entitled to vote thereat. A meeting of the Directors to which this Article applies shall be deemed to take place where the majority of those physically participating is assembled or, if there is no majority, at the place where the Chairman of the meeting is present.

20 Notices

20.1 Any notice or other document (including a share certificate) may be served on or delivered to any Member by the Company either personally or by sending it through the post in a pre-paid first-class letter or by telex or facsimile addressed to such Member at his registered address as appearing in the Register of Members (whether or not such address is within the United Kingdom), or by delivering it to or leaving it at such registered address, addressed as aforesaid, or by any other means

provided such other means have been authorised in writing by the Member concerned. Any notice or other document served on or delivered to any Member by sending it through the post in a pre-paid first-class letter shall also be sent, at the same time as posting such notice or document, by telex or facsimile. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.

20.2 Any notice or other document served or delivered in accordance with these Articles shall be deemed duly served or delivered notwithstanding that the Member is then dead or bankrupt or otherwise under any legal disability or incapacity and whether or not the Company had notice thereof. Any such notice or other document, if sent by pre-paid first-class post, shall be deemed to have been served or delivered at an address within the United Kingdom 48 hours after it was posted and, at any address outside the United Kingdom 72 hours after it was posted and, if sent by telex or facsimile, shall be deemed to have been served or delivered at the time of despatch. In proving such service or delivery it shall be sufficient to prove that the notice or document was properly addressed, pre-paid and put in the post and in the case of a telex or facsimile, that such was duly dispatched to a current telex or facsimile number of the addressee.

20.3 Notice of every general meeting shall be given in any manner authorised by or under these Articles to all Members other than such as, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company provided that 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. Regulations 112, 115, 116 of Table A shall not apply.

21 **Winding-up**

21.1 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 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 contributory shall be compelled to accept any shares or other property in respect of which there is a liability and the liquidator may make any provision referred to in and sanctioned in accordance with the provisions of the Companies Acts. Regulation 117 of Table A shall not apply.

22 **Indemnify**

Subject to the provisions of the Companies Acts, the Company may purchase and maintain for every Director, alternate Director, Secretary or other officer of the Company insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company and (whether or not any such insurance is effected) every such person shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, that relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court. Regulation 118 of Table A shall not apply.