

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PUBLIC LIMITED COMPANY**

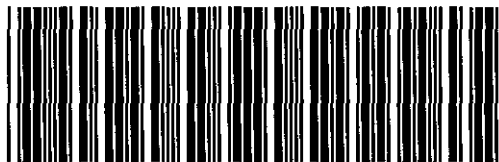
Company No. 5075088

The Registrar of Companies for England and Wales hereby certifies that

**KLEENAIR SYSTEMS INTERNATIONAL PLC**

is this day incorporated under the Companies Act 1985 as a public company and that the company is limited.

Given at Companies House, London, the 16th March 2004



\*N05075088K\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

PEAPOD SOLUTIONS LTD.

12

Please complete in typescript,  
or in bold black capitals.

CHFP004

Declaration on application for registration

5075088

Company Name in full

KLEENAIR SYSTEMS INTERNATIONAL PLC

I, SEAN GERAGHTY

of DECHERT LLP

do solemnly and sincerely declare that I am a <sup>†</sup>[Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

<sup>†</sup> Please delete as appropriate.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

Senator House 85 Queen Victoria Street EC4W 4JL

Day Month Year

On

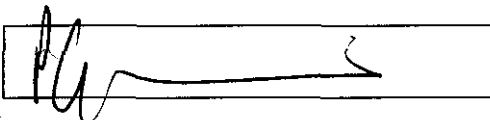
16 03 2004

<sup>\*\*</sup> Please print name.

before me <sup>\*\*</sup>

PATRICK GARDINER

Signed



Date

16/3/04

<sup>†</sup> A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

DECHERT LLP (1213/058567)

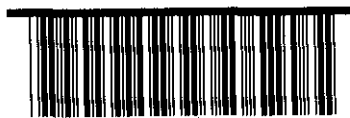
2 SERJEANTS' INN, LONDON

EC4Y 1LT

Tel 020 7583 5353

DX number 30

DX exchange CHANCERY



LD1  
COMPANIES HOUSE

0044  
16/03/04

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**  
Peapod Solutions Ltd.

Please complete in typescript,  
or in bold black capitals.

CHFP004

Notes on completion appear on final page

### First directors and secretary and intended situation of registered office

5075088

### Company Name in full

KLEENAIR SYSTEMS INTERNATIONAL PLC

### Proposed Registered Office

CHURCHILL HOUSE

(PO Box numbers only, are not acceptable)

CHALVEY ROAD EAST

Post town

SLOUGH

County / Region

BERKSHIRE

Postcode

SL1 2LS

If the memorandum is delivered by an  
agent for the subscriber(s) of the  
memorandum mark the box opposite and  
give the agent's name and address.

☒

Agent's Name

DECHERT LLP (1213/058567)

Address

2 SERJEANTS' INN

Post town

LONDON

County / Region

Postcode

EC4Y 1LT

Number of continuation sheets attached

2

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on the  
form. The contact information that you  
give will be visible to searchers of the  
public record.

DECHERT LLP (1213/058567)

2 SERJEANTS' INN

LONDON

EC4Y 1LT

DX number 30

DX exchange

CHANCERY

When you have completed and signed the form please send it to the  
Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

DX 235 Edinburgh

Peapod Solutions Ltd.

LD1  
COMPANIES HOUSE0045  
16/03/04

**Company Secretary** (see notes 1-5)

Company name

KLEENAIR SYSTEMS INTERNATIONAL PLC

NAME

\*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

ANTHONY MERVYN

Surname

RENTOUL

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

25 STRAWBERRY HILL ROAD

Post town

TWICKENHAM

County / Region

MIDDLESEX

Postcode

TW1 4PZ

Country

ENGLAND

I consent to act as secretary of the company named on page 1

Consent signature



Date

15.3.4

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

MR

\*Honours etc

OBE

\* Voluntary details

Forename(s)

TONY WILLIAM EDWIN

Surname

DOWNES

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Address ††

REDWALD HOUSE, GREENWAY, STIFFKEY

Post town

WELLS-NEXT-THE-SEA

County / Region

NORFOLK

Postcode

NR23 1QF

Country

ENGLAND

Day Month Year

Date of birth

0 6 1 1 1 9 4 1

Nationality

BRITISH

Business occupation

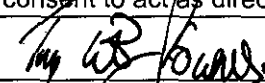
COMPANY DIRECTOR

Other directorships

SEE ATTACHED SCHEDULE

I consent to act as director of the company named on page 1

Consent signature



Date

15.3.4

**Company Secretary** (see notes 1-5)

CHFP004

Company name

**Form 10 Continuation sheet**

KLEENAIR SYSTEMS INTERNATIONAL PLC

**NAME** \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature****Date****Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

**Address** †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth**

1 0 0 4 1 9 4 2

**Nationality**

BRITISH

**Business occupation**

SOLICITOR

**Other directorships**

SEE ATTACHED SCHEDULE

I consent to act as director of the company named on page 1

**Consent signature****Date**

**Company Secretary** (see notes 1-5)

Company name

KLEENAIR SYSTEMS INTERNATIONAL PLC

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

**Consent signature**

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

LIONEL

Surname

SIMONS

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

36 Corniche Drive

Number E

Post town

Dana Point

County / Region

CALIFORNIA

Postcode

92629

Country

USA

Day Month Year

Date of birth

0 | 9 | 0 | 4 | 1 | 9 | 3 | 5

Nationality

BRITISH

Business occupation

COMPANY DIRECTOR

Other directorships

KLEENAIR SYSTEMS (EUROPE) PLC

KLEENAIR SYSTEMS LIMITED

I consent to act as director of the company named on page 1

**Consent signature**

Date

15-3-4

## Directors (continued) (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<b>*Honours etc</b>	
	MR		
<b>Forename(s)</b>	PETER MONK		
<b>Surname</b>	NEWELL		
<b>Previous forename(s)</b>			
<b>Previous surname(s)</b>			
<b>Address</b> †	23 WEST STREET, OSNEY ISLAND		
<input type="checkbox"/>			
<b>Post town</b>	OXFORD		
<b>County / Region</b>	OXFORDSHIRE	<b>Postcode</b>	OX2 0BQ
<b>Country</b>	ENGLAND		
<b>Date of birth</b>	Day	Month	Year
	0   4	1   2	1   9   4   2
<b>Business occupation</b>	COMPANY DIRECTOR		
<b>Other directorships</b>	SEE ATTACHED SCHEDULE		
<b>Consent signature</b>	I consent to act as director of the company named on page 1		
			<b>Date</b> 15.3.4

This section must be signed by

**Either**

an agent on behalf  
of all subscribers

**Signed**

**Date**

**Or the subscribers**

(i.e. those who signed  
as members on the  
memorandum of  
association).

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**PERSONAL APPOINTMENTS  
WITH LIMITED COMPANIES****Go Back**

---

**Name:** TONY WILLIAM EDWIN DOWNES  
**Nationality:** BRITISH  
**Latest Address:** REDWALD HOUSE  
GREENWAY, STIFFKEY  
WELLS NEXT THE SEA  
NORFOLK  
**Postcode:** NR23 1QF

Click [HERE](#) for details of other addresses registered at Companies House for this person.

**Date of Birth:** 06/11/1941  
**Company Appointments:** Current: 2 / Resigned: 2 / Dissolved : 0

---

To view company details, click on the appropriate company number.  
Click [HERE](#) to exclude Resigned and Dissolved appointments

<b>DIRECTOR</b>	<b>Appointed:</b> 24/08/1998
<b>Occupation:</b>	DIRECTOR
<b>Company Number:</b>	<a href="#">03212890</a>
<b>Company Name:</b>	KLEENAIR SYSTEMS (EUROPE) PUBLIC LIMITED COMPANY
	Active

<b>DIRECTOR</b>	<b>Appointed:</b> 28/04/1999
<b>Occupation:</b>	CONSULTANT
<b>Company Number:</b>	<a href="#">03305911</a>
<b>Company Name:</b>	KLEENAIR SYSTEMS LIMITED
	Active

<b>DIRECTOR</b>	<b>Appointed:</b> pre 15/10/1991
	<b>Resigned:</b> 21/06/1993
<b>Occupation:</b>	COMPANY DIRECTOR
<b>Company Number:</b>	<a href="#">02388841</a>
<b>Company Name:</b>	PERKINS TECHNOLOGY LIMITED
	Dissolved

<b>DIRECTOR</b>	<b>Appointed:</b> 09/10/1996
	<b>Resigned:</b> 08/10/1998
<b>Occupation:</b>	CO.DIRECTOR ENVIROMENT
<b>Company Number:</b>	<a href="#">02834975</a>
<b>Company Name:</b>	PETERBOROUGH ENVIRONMENT CITY TRUST
	Active

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*This screen does not include appointments with LLP's.*



**PERSONAL APPOINTMENTS  
WITH LIMITED COMPANIES****Go Back**

**Name:** PETER MONK NEWELL  
**Nationality:** BRITISH  
**Latest Address:** 23 WEST STREET  
OSNEY ISLAND  
OXFORD  
OXFORDSHIRE  
**Postcode:** OX2 0BQ

**Date of Birth:** 04/12/1942

**Company Appointments:** Current: 21 / Resigned: 2 / Dissolved : 1

To view company details, click on the appropriate company number.  
Click [HERE](#) to exclude Resigned and Dissolved appointments

**SECRETARY**  
**Occupation:** Appointed: 29/07/1992  
COMPANY CHAIRMAN  
**Company Number:** 00090368  
**Company Name:** OSNEY INVESTMENTS LIMITED  
Active

**SECRETARY**  
**Occupation:** Appointed: 17/04/2003  
COMPANY SECRETARY  
**Company Number:** 03966787  
**Company Name:** E-PRINT SOLUTIONS LIMITED  
Active

**DIRECTOR**  
**Occupation:** Appointed: pre 29/07/1991  
COMPANY CHAIRMAN  
**Company Number:** 00090368  
**Company Name:** OSNEY INVESTMENTS LIMITED  
Active

**DIRECTOR**  
**Occupation:** Appointed: pre 28/02/1992  
COMPANY DIRECTOR  
**Company Number:** 02379423  
**Company Name:** WOLSEY HALL OXFORD LIMITED  
Liquidation

**DIRECTOR**  
**Occupation:** Appointed: 28/04/1999  
COMPANY MANAGING DIRECTOR  
**Company Number:** 03305911  
**Company Name:** KLEENAIR SYSTEMS LIMITED  
Active

**DIRECTOR**  
**Occupation:** Appointed: 21/04/1999  
Dissolved: 11/05/2002  
COMPANY DIRECTOR  
**Company Number:** 03756088  
**Company Name:** W H PRINT SERVICES LTD  
Dissolved

**DIRECTOR**  
**Occupation:** Appointed: 24/05/2000  
DIRECTOR EDUCATIONAL  
**Company Number:** 04000411  
**Company Name:** OXFORD BUSINESS LEARNING LIMITED  
Active

**DIRECTOR** Appointed: 05/06/2002

Occupation:	COMPANY DIRECTOR
Company Number:	<u>04399602</u>
Company Name:	GUIDON LIMITED
	Active
DIRECTOR	Appointed: 31/07/2002
Occupation:	NONE
Company Number:	<u>03005603</u>
Company Name:	HURON UNIVERSITY USA IN LONDON LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04186839</u>
Company Name:	THE GOOD BOOK GUIDE FOR KIDS LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04186947</u>
Company Name:	THE GOOD LEARNING GUIDE LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04186935</u>
Company Name:	THE GOOD GIFT GUIDE LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04171356</u>
Company Name:	GBG DISTRIBUTION LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04186958</u>
Company Name:	THE GOOD MEDIA GUIDE LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04186937</u>
Company Name:	THE GOOD DVD GUIDE LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04171463</u>
Company Name:	THE GOOD BOOK GUIDE LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04186932</u>
Company Name:	THE GOOD BOOK GUIDE ACADEMIC LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04186953</u>
Company Name:	THE GOOD BOOK GUIDE TITLEFINDER LIMITED
	Active

DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04187051</u>
Company Name:	THE GOOD CAREER GUIDE LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04186957</u>
Company Name:	THE GOOD MUSIC GUIDE LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>04186933</u>
Company Name:	THE GOOD BUSINESS GUIDE LIMITED
	Active
DIRECTOR	Appointed: 10/12/2003
Occupation:	COMPANY DIRECTOR
Company Number:	<u>03446101</u>
Company Name:	AIMSDALE ENTERPRISE LIMITED
	Active
SECRETARY	Appointed: 24/05/2000
Occupation:	Resigned: 01/01/2001
Company Number:	DIRECTOR EDUCATIONAL
Company Name:	<u>04000411</u>
	OXFORD BUSINESS LEARNING LIMITED
	Active
DIRECTOR	Appointed: 29/05/1992
Occupation:	Resigned: 08/05/1996
Company Number:	COMPANY CHAIRMAN
Company Name:	<u>02696790</u>
	OXFORDSHIRE LOCAL EMPLOYERS NETWORK
	Active

---

*This screen does not include appointments with LLP's.*

**PERSONAL APPOINTMENTS  
WITH LIMITED COMPANIES****Go Back**

**Name:** ANTHONY MERVYN RENTOUL  
**Nationality:** BRITISH  
**Latest Address:** 25 STRAWBERRY HILL ROAD  
TWICKENHAM  
MIDDLESEX  
**Postcode:** TW1 4PZ

**Date of Birth:** 10/04/1942

**Company Appointments:** Current: 18 / Resigned: 43 / Dissolved : 2

To view company details, click on the appropriate company number.  
Click [HERE](#) to exclude Resigned and Dissolved appointments

**SECRETARY**

**Appointed:** 05/12/1994  
**Dissolved:** 18/06/1996

**Occupation:**  
**Company Number:**  
**Company Name:**

02482329  
LAMPONIONS LIMITED  
Dissolved

**SECRETARY**

**Appointed:** 22/01/1997

**Occupation:**  
**Company Number:**  
**Company Name:**

SOLICITOR  
03305911  
KLEENAIR SYSTEMS LIMITED  
Active

**SECRETARY**

**Appointed:** 10/04/2001

**Occupation:**  
**Company Number:**  
**Company Name:**

COMPANY DIRECTOR  
04197560  
HOUSE SCHOOLS GROUP  
Active

**SECRETARY**

**Appointed:** 31/07/2001

**Occupation:**  
**Company Number:**  
**Company Name:**

COMPANY DIRECTOR  
02274105  
PROSPECT HOUSE SCHOOL  
Active

**SECRETARY**

**Appointed:** 31/07/2001

**Occupation:**  
**Company Number:**  
**Company Name:**

COMPANY DIRECTOR  
02481145  
BASSETT HOUSE SCHOOL  
Active

**SECRETARY**

**Appointed:** 10/03/2003

**Occupation:**  
**Company Number:**  
**Company Name:**

DIRECTOR  
04676737  
ORCHARD HOUSE SCHOOL  
Active

**SECRETARY**

**Appointed:** 05/08/2003

**Occupation:**  
**Company Number:**  
**Company Name:**

COMPANY DIRECTOR  
04676735  
BASSETT ROAD (NO.2)  
Active

**SECRETARY**

**Appointed:** 05/08/2003

**Occupation:**

COMPANY DIRECTOR

<b>Company Number:</b>	<u>04676748</u>
<b>Company Name:</b>	BASSETT ROAD (NO.1)
	Active
<b>SECRETARY</b>	<b>Appointed: 05/08/2003</b>
<b>Occupation:</b>	COMPANY DIRECTOR
<b>Company Number:</b>	<u>04676746</u>
<b>Company Name:</b>	NEWTON GROVE (NO.1)
	Active
<b>SECRETARY</b>	<b>Appointed: 05/08/2003</b>
<b>Occupation:</b>	COMPANY DIRECTOR
<b>Company Number:</b>	<u>04676744</u>
<b>Company Name:</b>	NEWTON GROVE (NO.2)
	Active
<b>DIRECTOR</b>	<b>Appointed: 31/07/1996</b>
<b>Occupation:</b>	<b>Dissolved: 06/05/2003</b>
<b>Company Number:</b>	SOLICITOR
<b>Company Name:</b>	<u>03232114</u>
	STRAWBERRY HILL EXECUTIVES LIMITED
	Dissolved
<b>DIRECTOR</b>	<b>Appointed: 22/01/1997</b>
<b>Occupation:</b>	SOLICITOR
<b>Company Number:</b>	<u>03305911</u>
<b>Company Name:</b>	KLEENAIR SYSTEMS LIMITED
	Active
<b>DIRECTOR</b>	<b>Appointed: 10/04/2001</b>
<b>Occupation:</b>	COMPANY DIRECTOR
<b>Company Number:</b>	<u>04197560</u>
<b>Company Name:</b>	HOUSE SCHOOLS GROUP
	Active
<b>DIRECTOR</b>	<b>Appointed: 31/07/2001</b>
<b>Occupation:</b>	COMPANY DIRECTOR
<b>Company Number:</b>	<u>02274105</u>
<b>Company Name:</b>	PROSPECT HOUSE SCHOOL
	Active
<b>DIRECTOR</b>	<b>Appointed: 31/07/2001</b>
<b>Occupation:</b>	COMPANY DIRECTOR
<b>Company Number:</b>	<u>02481145</u>
<b>Company Name:</b>	BASSETT HOUSE SCHOOL
	Active
<b>DIRECTOR</b>	<b>Appointed: 10/03/2003</b>
<b>Occupation:</b>	DIRECTOR
<b>Company Number:</b>	<u>04676737</u>
<b>Company Name:</b>	ORCHARD HOUSE SCHOOL
	Active
<b>DIRECTOR</b>	<b>Appointed: 05/08/2003</b>
<b>Occupation:</b>	COMPANY DIRECTOR
<b>Company Number:</b>	<u>04676735</u>
<b>Company Name:</b>	BASSETT ROAD (NO.2)
	Active
<b>DIRECTOR</b>	<b>Appointed: 05/08/2003</b>
<b>Occupation:</b>	COMPANY DIRECTOR
<b>Company Number:</b>	<u>04676748</u>
<b>Company Name:</b>	BASSETT ROAD (NO.1)
	Active

<b>DIRECTOR</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: 05/08/2003</b> COMPANY DIRECTOR <u>04676746</u> NEWTON GROVE (NO.1) Active
<b>DIRECTOR</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: 05/08/2003</b> COMPANY DIRECTOR <u>04676744</u> NEWTON GROVE (NO.2) Active
<b>SECRETARY</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: 18/05/1993</b> <b>Resigned: 06/06/1995</b> SOLICITOR <u>02815010</u> CREDITScheme LIMITED Active
<b>SECRETARY</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: 03/07/1995</b> <b>Resigned: 06/07/1995</b> SOLICITOR <u>03049897</u> TELEGRAPH AUSTRALIAN HOLDINGS LIMITED Active
<b>SECRETARY</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: pre 16/05/1991</b> <b>Resigned: 06/06/1995</b>  <u>01536366</u> DT DEVELOPMENTS LIMITED Dissolved
<b>SECRETARY</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: pre 16/05/1992</b> <b>Resigned: 06/06/1995</b>  <u>02664831</u> DEEDTASK LIMITED Active
<b>SECRETARY</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: pre 16/05/1992</b> <b>Resigned: 06/06/1995</b>  <u>02664830</u> EQUALMISSION LIMITED Dissolved
<b>SECRETARY</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: pre 16/05/1991</b> <b>Resigned: 06/06/1995</b>  <u>00213322</u> EVENING POST,LIMITED(THE) Active
<b>SECRETARY</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: pre 16/05/1991</b> <b>Resigned: 06/06/1995</b>  <u>01933369</u> MORNING POST LIMITED(THE) Active
<b>SECRETARY</b> <b>Occupation:</b> <b>Company Number:</b> <b>Company Name:</b>	<b>Appointed: pre 16/05/1991</b> <b>Resigned: 06/06/1995</b>  <u>00085153</u> SLOBODON LIMITED

	Dissolved
SECRETARY	Appointed: pre 16/05/1992 Resigned: 06/06/1995
Occupation:	
Company Number:	<u>00667848</u>
Company Name:	SUNDAY TELEGRAPH LIMITED(THE) Active
SECRETARY	Appointed: pre 16/05/1991 Resigned: 06/06/1995
Occupation:	
Company Number:	<u>02002119</u>
Company Name:	TELEGRAPH BOOKS LIMITED Active
SECRETARY	Appointed: pre 16/05/1991 Resigned: 06/06/1995
Occupation:	
Company Number:	<u>01985531</u>
Company Name:	BUSINESS NEWS DELIVERIES LTD Dissolved
SECRETARY	Appointed: pre 16/05/1991 Resigned: 06/06/1995
Occupation:	
Company Number:	<u>01933296</u>
Company Name:	TELEGRAPH TRUSTEES LIMITED Active
SECRETARY	Appointed: pre 16/05/1991 Resigned: 06/06/1995
Occupation:	
Company Number:	<u>00298230</u>
Company Name:	YELLOV LIMITED Dissolved
SECRETARY	Appointed: pre 16/05/1991 Resigned: 23/08/1995
Occupation:	
Company Number:	<u>01149000</u>
Company Name:	THE DAILY TELEGRAPH BUSINESS NETWORK LIMITED Dissolved
SECRETARY	Appointed: pre 16/05/1992 Resigned: 31/08/1996
Occupation:	
Company Number:	<u>00451593</u>
Company Name:	TELEGRAPH GROUP LIMITED Active
SECRETARY	Appointed: 17/08/1992 Resigned: 31/08/1996
Occupation:	
Company Number:	<u>02696445</u>
Company Name:	BRAND MOVERS LIMITED Dissolved
SECRETARY	Appointed: pre 16/05/1992 Resigned: 31/08/1996
Occupation:	
Company Number:	<u>01984132</u>
Company Name:	TELEGRAPH PUBLISHING LIMITED Active
SECRETARY	Appointed: pre 14/06/1991

**Occupation:**  
**Company Number:**  
**Company Name:**

**Resigned: 31/08/1996**  
01232804  
SPECTATOR (1828) LIMITED(THE)  
Active

**SECRETARY**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: pre 03/05/1992**  
**Resigned: 31/07/1996**  
01997219  
WEST FERRY PRINTERS LIMITED  
Active

**SECRETARY**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: pre 16/05/1991**  
**Resigned: 31/08/1996**  
01985535  
YOUNG TELEGRAPH LIMITED  
Active

**SECRETARY**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 30/06/1998**  
**Resigned: 01/07/1999**  
SOLICITOR  
03593151  
NEWSCOMM LIMITED  
Dissolved

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: pre 03/05/1992**  
**Resigned: 31/07/1996**  
SOLICITOR  
01997219  
WEST FERRY PRINTERS LIMITED  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 03/05/1996**  
**Resigned: 16/08/1996**  
SECRETARY  
03162888  
CLOVERHAWK LIMITED  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: pre 16/05/1991**  
**Resigned: 31/08/1996**  
SOLICITOR  
00085153  
SLOBODON LIMITED  
Dissolved

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: pre 16/05/1991**  
**Resigned: 31/08/1996**  
SOLICITOR  
01933369  
MORNING POST LIMITED(THE)  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: pre 16/05/1991**  
**Resigned: 31/08/1996**  
SOLICITOR  
00213322  
EVENING POST,LIMITED(THE)  
Active

**DIRECTOR**  
**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed: 18/12/1991**  
**Resigned: 31/08/1996**  
SOLICITOR  
02664830  
EQUALMISSION LIMITED



Dissolved

**DIRECTOR**

Occupation:

Company Number:

Company Name:

Appointed: 18/12/1991

Resigned: 31/08/1996

SOLICITOR

02664831

DEEDTASK LIMITED

Active

**DIRECTOR**

Occupation:

Company Number:

Company Name:

Appointed: pre 16/05/1991

Resigned: 31/08/1996

SOLICITOR

01149000

THE DAILY TELEGRAPH BUSINESS NETWORK LIMITED

Dissolved

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*This screen does not include appointments with LLP's.*

**More**

**PERSONAL APPOINTMENTS  
WITH LIMITED COMPANIES****Go Back**

**Name:** ANTHONY MERVYN RENTOUL  
**Nationality:** BRITISH  
**Latest Address:** 25 STRAWBERRY HILL ROAD  
TWICKENHAM  
MIDDLESEX  
**Postcode:** TW1 4PZ

**Date of Birth:** 10/04/1942

**Company Appointments:** Current: 18 / Resigned: 43 / Dissolved : 2

To view company details, click on the appropriate company number.  
Click [HERE](#) to exclude Resigned and Dissolved appointments

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed:** pre 16/05/1991  
**Resigned:** 31/08/1996  
SOLICITOR  
01536366  
DT DEVELOPMENTS LIMITED  
Dissolved

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed:** 18/05/1993  
**Resigned:** 31/08/1996  
SOLICITOR  
02815010  
CREDITScheme LIMITED  
Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed:** pre 16/05/1991  
**Resigned:** 31/08/1996  
SOLICITOR  
01985531  
BUSINESS NEWS DELIVERIES LTD  
Dissolved

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed:** 03/07/1995  
**Resigned:** 31/08/1996  
SOLICITOR  
03049897  
TELEGRAPH AUSTRALIAN HOLDINGS LIMITED  
Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed:** pre 16/05/1991  
**Resigned:** 31/08/1996  
SOLICITOR  
01985535  
YOUNG TELEGRAPH LIMITED  
Active

**DIRECTOR**

**Occupation:**  
**Company Number:**  
**Company Name:**

**Appointed:** pre 16/05/1991  
**Resigned:** 31/08/1996  
SOLICITOR  
00298230  
YELLOW LIMITED  
Dissolved

**DIRECTOR**

**Occupation:**  
**Company Number:**

**Appointed:** pre 16/05/1991  
**Resigned:** 31/08/1996  
SOLICITOR  
01933296

<b>Company Name:</b>	TELEGRAPH TRUSTEES LIMITED Active
<b>DIRECTOR</b>	<b>Appointed:</b> pre 16/05/1991 <b>Resigned:</b> 31/08/1996
<b>Occupation:</b>	SOLICITOR
<b>Company Number:</b>	<u>02002119</u>
<b>Company Name:</b>	TELEGRAPH BOOKS LIMITED Active
<b>DIRECTOR</b>	<b>Appointed:</b> pre 16/05/1992 <b>Resigned:</b> 31/08/1996
<b>Occupation:</b>	SOLICITOR
<b>Company Number:</b>	<u>01984132</u>
<b>Company Name:</b>	TELEGRAPH PUBLISHING LIMITED Active
<b>DIRECTOR</b>	<b>Appointed:</b> pre 16/05/1992 <b>Resigned:</b> 31/08/1996
<b>Occupation:</b>	SOLICITOR
<b>Company Number:</b>	<u>00667848</u>
<b>Company Name:</b>	SUNDAY TELEGRAPH LIMITED(THE) Active
<b>DIRECTOR</b>	<b>Appointed:</b> 26/08/1998 <b>Resigned:</b> 28/04/1999
<b>Occupation:</b>	SOLICITOR
<b>Company Number:</b>	<u>03212890</u>
<b>Company Name:</b>	KLEENAIR SYSTEMS (EUROPE) PUBLIC LIMITED COMPANY Active
<b>DIRECTOR</b>	<b>Appointed:</b> 28/03/1995 <b>Resigned:</b> 28/02/2001
<b>Occupation:</b>	SOLICITOR
<b>Company Number:</b>	<u>03003569</u>
<b>Company Name:</b>	THE NEWSPAPER LICENSING AGENCY LIMITED Active
<b>DIRECTOR</b>	<b>Appointed:</b> 13/05/1998 <b>Resigned:</b> 28/02/2001
<b>Occupation:</b>	SOLICITOR
<b>Company Number:</b>	<u>03563061</u>
<b>Company Name:</b>	FINANCIAL NEWS LICENSING LIMITED Active
<b>DIRECTOR</b>	<b>Appointed:</b> 30/06/1998 <b>Resigned:</b> 01/07/1999
<b>Occupation:</b>	SOLICITOR
<b>Company Number:</b>	<u>03593151</u>
<b>Company Name:</b>	NEWSCOMM LIMITED Dissolved

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*This screen does not include appointments with LLP's.*



**The Companies Acts 1985 and 1989**

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**COMPANY LIMITED BY SHARES**

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5075088

**MEMORANDUM OF ASSOCIATION**

**OF**

**KLEENAIR SYSTEMS INTERNATIONAL plc**

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1. The name of the Company is "Kleenair Systems International plc".
- 1.1 The Company is to be a public company.
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are to carry on business as a general commercial company; and without prejudice to the generality of that object and the powers of the Company derived from section 3A of the Act the Company shall have power to do all things and also all such things as are incidental and conducive to the carrying-on of any trade or business including the following:-
  - 3.1 to carry on the business of a holding and investment company and for that purpose to acquire by purchase, lease, concession, grant, subscription, licence or otherwise and hold for the purpose of investment any freehold, leasehold or other property for any estate or interest whatsoever, stocks, shares, debentures, debenture stock, bonds, notes, obligations and securities of any government, state or authority or any public or private company, corporate or unincorporate, but so that the Company shall not have power to deal or traffic in any such property but may acquire the same for the purpose of investment only with a view to receiving the income therefrom. If from time to time it shall be found necessary or advisable for investment reasons for the Company to realise all or any part of its property or assets, the Company shall have power to do so but such realisations



- shall not be available for the payment of dividends but shall be dealt with as capital surpluses or as capital deficiencies (as the case may be);
- 3.2 to carry on any other trade or business which may seem to the Company capable of being carried on conveniently or advantageously in connection with any of the above objects;
- 3.3 to vary the investments of the Company and invest the moneys of the Company not immediately required in such property or securities and in such manner as may from time to time be determined;
- 3.4 to purchase or by any other means acquire any property for any estate or interest whatever, and any rights, privileges or easements over or in respect of any property, and any buildings, works, structures, roads, plant, machinery, vessels, tools or equipment and any real or personal property or rights whatsoever therein which may be necessary for, or may be conveniently used with, or may enhance the value of, any other property of the Company;
- 3.5 to erect, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, works, roads, or other structures;
- 3.6 to purchase or otherwise acquire, take over, and undertake the whole or any part of the business and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm, or company, or to acquire an interest in, amalgamate with, or enter into investment projects or arrangements for co-operation or mutual assistance with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares or other securities and to hold and retain, or sell, mortgage and deal with, any shares or other securities so received;
- 3.7 to apply for, register, purchase or by other means acquire and protect, prolong, and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, licences, trade marks, designs, protections, and concessions, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and

- in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire;
- 3.8 to exercise, improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or enforce all or any part of the property and rights of the Company;
- 3.9 to give credit to or to become surety or guarantor for any person or company, and to give all descriptions of guarantees and indemnities and, either with or without the Company receiving any consideration, to guarantee or otherwise secure (with or without a mortgage or charge on all or any part of the undertaking, property and assets, present and future, and the uncalled capital of the Company) the performance of the obligations, and the payment of the capital or principal of, and dividends or interest on, any stocks, shares, debentures, debenture stock, notes, bonds or other securities, of any person, authority (whether supreme, local, municipal or otherwise) or company, including (without prejudice to the generality of the foregoing) any company which is for the time being the Company's holding company or a subsidiary undertaking of the Company's holding company or of the Company or any other company associated with the Company in business; the expressions "holding company" and "subsidiary undertaking" shall, when used in this Memorandum of Association have the same meanings as in the Companies Act 1985;
- 3.10 to advance, deposit or lend money, securities and property to or with such persons or companies on such terms with or without security upon such property, rights and assets as may seem expedient, to undertake the provision of hire purchase and credit sale finance and to act as factors;
- 3.11 to borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, and to secure the repayment of any money borrowed, raised, or owing, by mortgage, charge, or lien, upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage,

- charge, or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake;
- 3.12 to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable or mercantile instruments;
- 3.13 to apply for, promote, and obtain any Act of Parliament or any consent or licence of any governmental, municipal or other authority for enabling the Company to carry any of its objects into effect, or for any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- 3.14 to enter into any arrangements with any governments or authorities or any companies, firms, or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, company, firm or person any charters, contracts, decrees, rights, privileges, and concessions and to carry out, exercise, and comply with any such charters, contracts, decrees, rights, privileges and concessions;
- 3.15 to act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts, and also to act in any of the businesses of the Company through or by means of agents, brokers, sub-contractors, or others;
- 3.16 to remunerate any person, firm or company rendering services to the Company, either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient;
- 3.17 to support and subscribe to any charitable or public object, and any institution, society, or club which may be for the benefit of the Company or its officers or employees, or the officers or employees of any subsidiary undertaking or associated company or which may be connected with any town or other place where the Company holds investments; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid for any persons who are or have been officers of, or who are or have been employed by, or are serving or have served, the Company, and to the wives,

widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants;

3.18 to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability;

3.19 to promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;

3.20 subject to Clause 3.1 hereof to sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or other securities of any other company;



- 3.21 to distribute among the members of the Company in kind any property of the Company, and in particular any shares, debentures, or securities of other companies belonging to the Company or of which the Company may have the power of disposing;
- 3.22 to pay all or any expenses incurred in connection with the promotion, formation, and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling or guaranteeing the subscriptions of any shares, debentures, debenture stock or other securities of the Company;
- 3.23 to procure the Company to be registered or recognised in any part of the world;
- 3.24 to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that the objects specified in each sub-clause of this clause shall be regarded as independent objects and accordingly shall be in no way limited or restricted (except when otherwise expressed in such sub-clause) by reference to or inference from the terms of any other sub-clause, or the name of the Company, and none of the sub-clauses shall be deemed merely subsidiary or auxillary to the objects mentioned in the first sub-clause but may be carried out and construed in as wide a sense as if each of the said sub-clauses defined the objects of a separate and distinct company.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1.00 each with power to increase the capital and to consolidate and sub-divide the same. The shares in the original or increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, redemption, voting or otherwise.

WE, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number taken by Subscriber	of Shares each
--	----------------------------	----------------

---

ANTHONY MERVYN RENTOUL  
25 STRAWBERRY HILL ROAD  
TWICKENHAM  
TW1 4PZ

1

A. M. Rentoul

PETER MONK NEWELL  
23 WEST STREET  
OXFORD  
OX2 0BQ

1

P. Monk Newell

Total Shares taken

2

DATED 15<sup>th</sup> day of March 2004

WITNESS to the above Signatures:-

Name -

Address -

Occupation -

Tony W. B. Jones.  
TONY WILLIAM BROWN JONES  
REDWALL HOUSE, GREENWICH, STIFFLEY, NORFOLK. NR23 1QF  
RETIRED.

The Companies Acts 1985 and 1989

**PUBLIC COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION  
OF  
KLEENAIR SYSTEMS INTERNATIONAL plc (the "Company")**

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1. **PRELIMINARY**

1.1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 in force at the time of adoption of these Articles ("**Table A**") shall, except as provided in and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company and shall together with these Articles constitute the regulations of the Company.

1.2. Regulations 3, 23 to 25, 29 to 31, 35 to 55, 57, 59 to 62, 64 to 69, 73 to 81, 85 to 91, 93 to 98, 112 and 115 of Table A shall not apply to the Company.

1.3. In these Articles unless the context otherwise requires the following expressions shall have the following meanings:-

**"the Act"** means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

**"Articles"** means the articles of association of the Company, whether as originally adopted or as from time to time altered by special or written resolution;

**"address"** in relation to electronic communication means any number or address used for the purposes of such communications;

**"clear days"** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

**"directors"** means the directors for the time being of the Company or (as the context shall require) any of them acting as the board of directors of the Company;

**“electronic communication”** means any communication transmitted by way of fax or e-mail;

**“executed”** includes any mode of execution;

**“holder”** in relation to shares means the member whose name is entered in the register of members as the holder of the shares;

**“office”** means the registered office of the Company;

**“seal”** means the common seal of the Company (if any);

**“secretary”** means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

**“share”** includes any interest in a share;

**“United Kingdom”** means Great Britain and Northern Ireland;

**“in writing”** and **“written”** include any method of representing or reproducing words in legible form including, for the avoidance of doubt, electronic communication.

Words importing the masculine gender include the feminine gender.

Words importing persons include bodies corporate and unincorporated associations.

Words importing the singular shall, where the context so permits, include a reference to the plural and vice versa.

Subject as aforesaid any words or expressions defined in the Act shall (if not inconsistent with the subject or context) bear the same meaning in these Articles.

Reference to any act, statute or statutory provision shall include any statutory modification, amendment or re-enactment thereof for the time being in force.

A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles and a special resolution shall be effective for any purpose for which an extraordinary resolution is expressed to be required under any provision of these Articles.

## 2. **SHARE CAPITAL AND ISSUE OF SHARES**

- 2.1. The authorised share capital of the Company as at the date of incorporation of the Company is £100,000 divided into 100,000 ordinary shares of £1 each.

- 2.2. Subject to the provisions of the Act, the Company may:-
- 2.2.1. issue shares which are to be redeemed or are liable to be redeemed at the option of the Company, or the holder, on such terms and in such manner as may be set out in these Articles (as amended from time to time) or (as to the date on or by which or the dates between which the shares are to be or may be redeemed) as may be determined by the directors prior to the date of issue;
- 2.2.2. purchase its own shares (including any redeemable shares) or enter into such agreement (contingent or otherwise) in relation to the purchase of its own shares on such terms and in such manner as may be approved by such ordinary or special resolution as may be required by the Act;
- 2.2.3. to the extent permitted by section 171 of the Act, make a payment in respect of the redemption or purchase of any of its own shares (including any redeemable shares) otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.
- 2.3. Subject as otherwise provided in these Articles and to any direction or authority contained in the resolution of the Company creating or authorising the same, the directors are generally and unconditionally authorised, for the purposes of section 80 of the Act, to allot or to grant options or rights of subscription or conversion over unissued shares to such persons (whether existing shareholders or not), at such times and on such terms and conditions as they think proper.
- 2.4. The authority granted to the directors under Article 2.3:-
- 2.4.1. shall not permit the directors to allot or to grant options or rights of subscription or conversion over shares to an aggregate amount of more than the unissued share capital on the date of incorporation of the Company or (if such authority is renewed or varied by the Company in general meeting) the amount specified in the resolution for such renewal or variation;
- 2.4.2. shall expire not more than five years from the date of the incorporation of the Company or (if such authority is renewed or varied by the Company in general meeting) on the date specified in the resolution on which the renewed or varied authority shall expire;
- 2.4.3. may be renewed, revoked or varied at any time by the Company in general meeting;
- 2.4.4. shall permit the directors after the expiry of the period of the said authority to allot any shares or grant any such rights in pursuance of an offer or agreement so to do made by the Company within that period.

2.5. In exercising their authority under this Article 2 the directors shall not be required to have regard to section 89(1) and section 90(1) to (6) (inclusive) of the Act which sections shall be excluded from applying to the Company.

2.6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by these Articles or by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

3. **LIEN**

The lien conferred by regulation 8 of Table A shall also attach to fully paid up shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders.

4. **TRANSFER AND TRANSMISSION**

4.1. The instrument of transfer of shares shall be in the usual form prescribed from time to time or, if none is so prescribed, then in such form as the directors may determine and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee.

4.2. The directors may also refuse to register a transfer unless:-

4.2.1. it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

4.2.2. it is in respect of only one class of shares; and

4.2.3. it is in favour of not more than four transferees.

4.3. If the directors refuse to register a transfer of a share they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

4.4. *If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only person(s) recognised by the Company as having any title to his interest; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.*

4.5. In the case of a person becoming entitled to a share in consequence of the death or bankruptcy of a member:-

- 4.5.1. he may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as a transferee;
- 4.5.2. if he elects to become the holder he shall give notice to the Company to that effect;
- 4.5.3. if he elects to have another person registered he shall execute an instrument of transfer of the share to that person;
- 4.5.4. the provisions of Articles 4.1 and 4.2 relating to the transfer of shares shall apply to any notice or instrument of transfer referred to in Article 4.5 as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred.
- 4.6. A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend and vote at any meeting of the Company or of any separate meeting of the holders of any class of shares in the Company.

## **5. GENERAL MEETINGS**

- 5.1. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 5.2. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 42 days after receipt of the requisition.
- 5.3. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

## **6. NOTICE OF GENERAL MEETINGS**

- 6.1. All annual general meetings and extraordinary general meetings called for the passing of a special or elective resolution shall be called by at least 21 clear days' notice.
- 6.2. All other extraordinary general meetings shall be called by at least 14 clear days' notice.
- 6.3. A general meeting may be called by shorter notice if it is so agreed:-

- 6.3.1. in the case of an annual general meeting by all the members entitled to attend and vote thereat; and
- 6.3.2. in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95%.
- 6.4. The notice of a general meeting shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 6.5. Subject to the provisions of these Articles and to any restrictions imposed on any shares, notice of a general meeting shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.
- 6.6. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

7. **PROCEEDINGS AT GENERAL MEETINGS**

- 7.1. No business shall be transacted at any meeting unless a quorum is present.
  - 7.1.1. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member, shall be a quorum.
- 7.2. If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:-
  - 7.2.1. if convened upon the requisition of members, shall be dissolved; or
  - 7.2.2. if convened otherwise than upon the requisition of members, shall stand adjourned until the same day in the next week at the same time and place, or such other day, time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting or ceases to be present then the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall be a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 7.3. The chairman, if any, of the board of directors or in his absence some other director nominated by the directors shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) is present within 15 minutes after the time appointed for holding the meeting and willing to act the



directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman.

- 7.4. If no director is willing to act as chairman, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
- 7.5. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to have a casting vote in addition to any other vote he may have.
- 7.6. A director shall, notwithstanding that he is not a member, be entitled to receive notices of and attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.
- 7.7. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 7.8. No business shall be transacted at any adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 7.9. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and the place of the adjourned meeting and the general nature of the business to be transacted, but otherwise it shall not be necessary to give any such notice.
- 7.10. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on a declaration of the result of, the show of hands a poll is duly demanded.
- 7.11. A poll may be demanded by any member having the right to vote at the meeting.
- 7.12. A demand for a poll by a person as proxy for a member shall be the same as a demand by the member.
- 7.13. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 7.14. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 7.15. A poll shall be taken as the chairman may direct and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll.
- 7.16. The result of the poll (unless it was held at an adjourned meeting) shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 7.17. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
- 7.18. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs, not being more than 30 days after the poll is demanded.
- 7.19. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than a question on which the poll is demanded.
- 7.20. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn with the consent of the chairman, the meeting shall continue as if the demand had not been made.
- 7.21. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded, but in any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 7.22. If the Company only has one member and such member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, then such member shall (unless that decision is taken by way of a written resolution) provide the Company with a written record of that decision.

8. **RESOLUTIONS IN WRITING**

A resolution in writing executed by all the members of the Company entitled to receive notice of and to attend and vote at a general meeting or by their duly appointed proxies or attorneys:-

- 8.1. shall be as valid and effectual as if it had been passed at a general meeting of the Company duly convened and held;
- 8.2. any such resolution in writing may be contained in one document or in several documents in the same terms each executed by one or more of the members or their proxies or attorneys and execution in the case of a body corporate which is a member shall be sufficient if made by a director thereof or by its duly authorised representative; and

- 8.3. may be contained within and/or assented to and passed in terms thereof by means of electronic communications and in accordance with such terms and arrangements as may be first stipulated by the directors using addresses notified by recipients for such purpose.

9. **VOTES**

- 9.1. Subject to any rights or restrictions attached to any shares, on a show of hands every member present in person, or (if a corporation) present by a representative duly authorised in accordance with the Act who is not also 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.
- 9.2. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names of the holders stand in the register of members.
- 9.3. No member shall be entitled to vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, unless all calls or other sums presently payable by him in respect of shares of the Company have been paid.
- 9.4. On a poll votes may be given either personally or by proxy.
- 9.5. An appointment of a proxy shall be in writing executed by or on behalf of the appointor, or, if a corporation, under the hand of a duly authorised officer of the corporation, or in either case, where the appointment is to be effected as an electronic communication, signed and completed upon such terms as stipulated by the directors, and shall be in such form as the directors may determine or, failing such determination, in any usual form.
- 9.6. The appointment of a proxy shall not be valid and the proxy named in the appointment shall not be entitled to vote at the meeting unless the appointment, together with any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors:-
- 9.6.1. is, in the case of an appointment of a proxy by a form of proxy (which for the avoidance of doubt does not include an appointment contained in an electronic communication), deposited at the office (or such other place within the United Kingdom as is specified in the notice convening the meeting or in any form of proxy or other accompanying document sent out by the Company in relation to the meeting) not later than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the form of proxy proposes to vote; or

- 9.6.2. in the case of an appointment contained in an electronic communication, where an address has been specified for that purpose in the notice convening the meeting, or in any form of proxy or other accompanying document sent out by the Company in relation to the meeting, or in any other invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting, is received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 9.6.3. in the case of a poll taken more than 48 hours after it is demanded, is deposited as specified in articles 9.6.1 or 9.6.2 after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- 9.6.4. where a meeting is adjourned for less than 48 hours or where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, is delivered to the chairman or to the secretary or to any director at the meeting at which the poll is demanded.

10. **DIRECTORS**

- 10.1. The number of the directors shall be determined by the Company in general meeting but unless and until so determined there shall be no maximum number of directors and the minimum number of directors shall be two.
- 10.2. In the event of the minimum number of directors fixed by these Articles or determined by the Company in general meeting being one, a sole director shall have authority to exercise all the powers and discretions vested in the directors generally and Article 15.3 shall be modified accordingly.
- 10.3. A director or alternate director shall not require any share qualification and any director or alternate director who is not a member of the Company shall nevertheless be entitled to receive notices of and attend and speak at any general meeting of the Company and at any separate meeting of the holders of any class of shares of the Company.
- 10.4. A person may be appointed a director notwithstanding that he shall have attained the age of seventy years or any other age and no director shall be liable to vacate office by reason of his attaining that or any other age, nor shall special notice be required of any resolution appointing or approving the appointment of such a director or any notice be required to state the age of the person to whom such resolution relates.
- 10.5. The first directors of the Company shall be the persons named as the first directors of the Company in the statement delivered under section 10(2) of the Act.

11. **APPOINTMENT OF DIRECTORS**

- 11.1. The Company may, by ordinary resolution, appoint another person in place of a director removed from office by resolution of a general meeting in accordance with the Act and (without prejudice to the powers of the directors under the next following article) the Company may, by ordinary resolution, appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 11.2. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these articles as the maximum number of directors.
- 11.3. If, immediately following and as a result of the death of a member, the Company has no members and if at that time it has no directors, the personal representatives of the deceased member may appoint any person to be a director and the director who is appointed will have the same rights and be subject to the same duties and obligations as if appointed by ordinary resolution in accordance with Article 11.1. If two members die in circumstances rendering it uncertain which of them survived the other, such deaths shall, for the purposes of this Article, be deemed to have occurred in order of seniority and accordingly the younger shall be deemed to have survived the elder.

12. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 12.1. The office of a director shall be vacated in any of the following events:-
- 12.1.1. if he resigns his office by notice in writing to the Company;
- 12.1.2. if he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 12.1.3. if he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- 12.1.4. if he ceases to be a director by virtue of any provision of the Act or the Articles or he becomes prohibited by law from being a director;
- 12.1.5. if he is absent from meetings of the board for six successive months without leave and his alternate director (if any) shall not during such period have attended in his stead, and the directors resolve that his office be vacated;

- 12.1.6. if he shall be removed from office by notice in writing served upon him signed by all the other directors but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

13. **POWERS OF DIRECTORS**

- 13.1. Without prejudice to the powers conferred by regulation 70 of Table A, the directors may establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons (including directors and other officers) who are or were at any time in the employment or service of the Company, or of any undertaking which is or was a subsidiary undertaking of the Company or allied to or associated with the Company or any such subsidiary undertaking, or of any of the predecessors in business of the Company or of any such other undertaking and the spouses, widows, widowers, families and dependants of any such persons and make payments to, for or towards the insurance of or provide benefits otherwise for any such persons.

- 13.2. Without prejudice to the provisions of regulation 70 of Table A and of Article 20, the directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time:-

- 13.2.1. directors (including alternate directors), officers, employees or auditors of the Company or of any other company which is its holding company, or in which the Company or such holding company has any interest whether direct or indirect, or which is in any way allied to or associated with the Company or such holding company, or of any subsidiary undertaking of the Company or of such other company;

- 13.2.2. trustees of any pension fund in which employees of the Company or of any other such company or subsidiary undertaking are interested;

including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported exercise, execution and/or discharge of their powers or duties and/or otherwise in relation to their duties, powers or offices in relation to the Company or any other such company, subsidiary undertaking or pension fund.

14. **DIRECTORS' INTERESTS**

14.1. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any interest of his, a director notwithstanding his office:-

14.1.1. may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested (including any insurance purchased or maintained by the Company for him or for his benefit);

14.1.2. may be a director or other officer of or employed by or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested;

14.1.3. may, or any firm or company of which he is a member or director may, act in a professional capacity for the Company or any body corporate in which the Company is in any way interested; and

14.1.4. shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

14.2. For the purposes of Article 14.1:-

14.2.1. a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

14.2.2. an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

14.2.3. 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.

15. **PROCEEDINGS OF DIRECTORS**

15.1. Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit.

- 15.2. A director may, and the secretary at the request of a director shall, call a meeting of the directors.
- 15.3. The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed it shall be two persons.
- 15.4. Questions arising at a meeting shall be decided by a majority of votes.
- 15.5. The directors may elect one of their number to be chairman of the board of directors and may at any time remove him from that office.
- 15.6. If there is no director holding the office of chairman, or if the director holding it, having had notice of a meeting, is not present within five minutes after the time appointed for it, the directors present shall appoint one of their number to be chairman of that meeting.
- 15.7. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 15.8. 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.
- 15.9. Any director for the time being absent from the United Kingdom shall, if he so requests, be entitled to be given reasonable notice of meetings of the directors to such address in the United Kingdom (if any) as the director may from time to time notify to the Company but save as aforesaid it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom.
- 15.10. An alternate director who is not himself a director may, if his appointor is not present, be counted towards the quorum.
- 15.11. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number but, in such case, if the number of directors is less than the number fixed as the quorum, he or they may act only for the purpose of filling vacancies or of calling a general meeting.
- 15.12. A meeting of the directors shall, subject to notice thereof having been given in accordance with these Articles, for all purposes be deemed to be held when a director is or directors are in communication by telephone or television (or any other form of audio-visual linking) with another director or directors and all of the directors in communication agree to treat the meeting as so held, if the number of the directors in communication constitutes a quorum of the board in accordance with these Articles. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is. A resolution passed by the directors at such a meeting as specified in this Article 15.12 shall be as



valid as it would have been if passed at an actual meeting duly convened and held.

- 15.13. A resolution in writing executed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may be contained in one document or in several documents in the same terms each executed by one or more directors; but a resolution executed by an alternate director need not also be signed by his appointor and, if it is executed by a director who has appointed an alternate director, it need not be executed by the alternate director in that capacity.
- 15.14. A director who is in any way either directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Company:-
- 15.14.1. shall declare the nature of his interest at a meeting of the directors in accordance with section 317 of the Act;
- 15.14.2. subject to such disclosure, shall be entitled to vote in respect of any contract or arrangement in which he is interested and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

16. **ALTERNATE DIRECTORS**

- 16.1. Any director may at any time by writing under his hand and deposited at the office, or delivered at a meeting of the directors, appoint any person (including another director) to be his alternate director and may in like manner at any time terminate such appointment.
- 16.2. The appointment of an alternate director shall determine on the happening of any event which, if he were a director, would cause him to vacate such office or if his appointor ceases to be a director.
- 16.3. An alternate director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the directors and shall be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a director.
- 16.4. If an alternate director shall be himself a director or shall attend any such meeting as an alternate for more than one director his voting rights shall be cumulative.

- 16.5. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability, the execution by an alternate director of any resolution in writing of the directors shall be as effective as the execution by his appointor.
- 16.6. To such extent as the directors may from time to time determine in relation to any committees of the directors, the foregoing provisions of this Article 16 shall also apply mutatis mutandis to any meeting of such committee of which the appointor of an alternate director is a member.
- 16.7. An alternate director shall not (save as provided in this Article 16) have power to act as a director nor shall he be deemed to be a director for the purposes of these Articles, but he shall be an officer of the Company responsible for his own acts and defaults and shall not be deemed to be the agent of the director appointing him.
- 16.8. An alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate director any remuneration except only 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.

17. **EXECUTION OF DOCUMENTS**

Where the Act so permits, any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company as a deed shall have the same effect as if executed under the seal, provided that no instrument shall be so signed which makes it clear on its face that it is intended by the person or persons making it to have effect as a deed without the authority of the directors or of a committee authorised by the directors in that behalf. If the Company has a seal, it shall be used only with the authority of the directors or of a committee of the directors. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall only apply if the Company has a seal.

18. **DIVIDENDS**

The directors may deduct from any dividend payable on or in respect of a share all sums of money presently payable by the holder to the Company on any account whatsoever.

19. **NOTICES**

- 19.1. A notice or other document may be given by the Company to any member in writing either by hand or by sending it by pre-paid first class post or facsimile

telecopier ("**fax**") to his registered address within the United Kingdom or to his fax number supplied by him to the Company for the giving of notice to him, except in the case of a share certificate and only if an address has been specified by the member for such purpose, by electronic communication. In the absence of an address or fax number the member shall not be entitled to receive from the Company notice of any meeting.

- 19.2. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.
- 19.3. Notices shall be deemed to have been received:-
  - 19.3.1. if delivered by hand, on the day of delivery;
  - 19.3.2. if sent by first class post, two business days after posting exclusive of the day of posting;
  - 19.3.3. if sent by fax at the time of transmission or, if the time of transmission is not during the addressee's normal business hours, at 9.30 am on the next business day;
  - 19.3.4. if sent by electronic communication, at the expiration of 48 hours after the time it was sent.
- 19.4. Any notice or other document may only be served on, or delivered to, the Company by anyone:
  - 19.4.1. by sending it through the post in a pre-paid envelope addressed to the Company or any officer of the Company at the office or such other place in the United Kingdom as may from time to time be specified by the Company;
  - 19.4.2. by delivery of it by hand to the office or such other place in the United Kingdom as may from time to time be specified by the Company;
  - 19.4.3. if an address has been specified by the Company for such purpose (and in the case of an appointment of a proxy such address has been specified in a document or other communication referred to in Article 9.6), by electronic communication.

## 20. **INDEMNITY**

Subject to the provisions of and so far as may be permitted by the Act, every director (including an alternate director), secretary or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred or sustained by him in or about the lawful execution and discharge of his duties or otherwise in relation thereto, including any liability incurred by him in

defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted. Regulation 118 of Table A shall be extended accordingly.

**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

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ANTHONY MERVYN RENTOUL  
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TW1 4PZ

*A. M. Rentoul*

PETER MONK NEWELL  
23 WEST STREET  
OXFORD  
OX2 0BQ

*Peter Monk Newell*

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**DATED** 15<sup>th</sup> day of March 2004

**WITNESS** to the above Signatures:-

*Tony William Edwin Lowes*

**Name -**

*Tony William Edwin Lowes*

**Address -**

*Redwicks House, Greenway, STIFFKEY, NORFOLK. NR 23 9F*

**Occupation -**

*RETIRED.*