
CHAIRMAN

Company Number 05548342

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

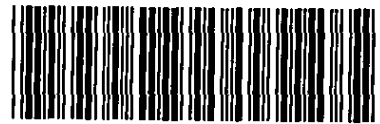
ARTICLES OF ASSOCIATION

of

ACE EUROPEAN HOLDINGS NO 2 LIMITED

(Adopted by Special Resolution passed on ²¹ February 2012)

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PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms

1 1 In the articles, unless the context requires otherwise

articles means the company's articles of association,

bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

chairman has the meaning given in article 12,

chairman of the meeting has the meaning given in article 40,

Companies Acts means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

director means a director of the company, and includes any person occupying the position of director, by whatever name called,

distribution recipient has the meaning given in article 32,

document includes, unless otherwise specified, any document sent or supplied in electronic form,

electronic form has the meaning given in section 1168 of the Companies Act 2006,

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

hard copy form has the meaning given in section 1168 of the Companies Act 2006,

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

instrument means a document in hard copy form,

ordinary resolution has the meaning given in section 282 of the Companies Act 2006,

paid means paid or credited as paid,

participate, in relation to a directors' meeting, has the meaning given in article 10,

proxy notice has the meaning given in article 46,

shareholder means a person who is the holder of a share,

shares means shares in the company,

special resolution has the meaning given in section 283 of the Companies Act 2006,

subsidiary has the meaning given in section 1159 of the Companies Act 2006,

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

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

- 1 2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company

2 Liability of members

- 2 1 The liability of the members is limited to the amount, if any, unpaid on the shares held by them

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3 Directors' general authority

- 3 1 Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

4 Shareholders' reserve power

- 4 1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 4 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

5 Directors may delegate

- 5 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
- 5 1 1 to such person or committee,
- 5 1 2 by such means (including by power of attorney),
- 5 1 3 to such an extent,
- 5 1 4 in relation to such matters or territories, and
- 5 1 5 on such terms and conditions,
- as they think fit
- 5 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- 5 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

6 Committees

- 6 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

- 6 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

7 Directors to take decisions collectively

- 7 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8
- 7 2 If
- 7 2 1 the company only has one director, and
- 7 2 2 no provision of the articles requires it to have more than one director,
- the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

8 Unanimous decisions

- 8 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 8 2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing
- 8 3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 8 4 Subject to Article 11 3, a decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

9 Calling a directors' meeting

- 9 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- 9 2 Notice of any directors' meeting must indicate
- 9 2 1 its proposed date and time,
- 9 2 2 where it is to take place, and
- 9 2 3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 9 3 Notice of a directors' meeting must be given to each director, but need not be in writing
- 9 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

10 Participation in directors' meetings

- 10 1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

- 10 1 1 the meeting has been called and takes place in accordance with the articles, and
- 10 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 10 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- 10 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

11 Quorum for directors' meetings

- 11 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 11 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two
- 11 3 For the purposes of any meeting (or part of a meeting) held to authorise a director's conflict as envisaged in article 14 4, if the quorum is more than one but there is only one eligible director in office, the quorum for such meeting (or part of a meeting) shall be one director
- 11 4 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision
 - 11 4 1 to appoint further directors, or
 - 11 4 2 to call a general meeting so as to enable the shareholders to appoint further directors

12 Chairing of directors' meetings

- 12 1 The directors may appoint a director to chair their meetings
- 12 2 The person so appointed for the time being is known as the chairman
- 12 3 The directors may terminate the chairman's appointment at any time
- 12 4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

13 Casting vote

- 13 1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- 13 2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

14 Conflicts of interest

- 14 1 Subject to the provisions of the Companies Acts and to complying with article 14 2, a director notwithstanding his office
 - 14 1 1 may be a party to or otherwise be interested in any transaction or arrangement with the Company or in which the Company is otherwise interested or in which any Company which has an interest in the Company is interested,

- 14 1 2 may hold any other office or place of profit under the Company (except that of auditor or of auditor of a subsidiary of the Company) in conjunction with the office of director and may act by himself or through his firm in a professional capacity for the Company, and in any such case on such terms as to remuneration and otherwise as the Board may arrange, either in addition to or in lieu of any remuneration provided for by any other article,
- 14 1 3 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 Company promoted by the Company or in which the Company is otherwise interested or which has an interest in the Company, and
- 14 1 4 shall not be liable to account to the Company for any profit, remuneration or other benefit realised by any office or employment or from any transaction, arrangement or proposal or from any interest in any body corporate, no such transaction, arrangement or proposal shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such profit, remuneration or any other benefit constitute a breach of his duty under the Companies Acts or under the law not to accept benefits from third parties
- 14 2 Subject to article 14 3, a director shall declare the nature and extent of any interest permitted under this article at a meeting of the directors, or, in the case of a transaction or arrangement with the Company, in the manner set out in the Companies Acts
- 14 3 A director need not declare an interest in the case of a transaction or arrangement with the Company
- 14 3 1 if, or to the extent that, the other directors are already aware of the interest (and for this purpose the other directors will be treated as aware of anything of which they ought reasonably to be aware), or
- 14 3 2 if, or to the extent that, it concerns the terms of his service contract (as defined in section 227 CA 2006) that have been or are to be considered by a meeting of the directors or by a committee of the directors appointed for the purpose under these articles
- 14 4 Where the existence of a director's relationship with another person is authorised by the Board pursuant to the Companies Acts (and subject to any limits or conditions imposed by the Board) or if article 14 1 applies to the relationship, the director shall not be in breach of the general duties he owes to the Company under the Companies Acts because he
- 14 4 1 absents himself from meetings of the Board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise,
- 14 4 2 makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the

Company and/or makes arrangements for such documents and information to be received and read by a professional adviser, or

- 14 4 3 fails to disclose to the Board or to any director or other officer or employee of the Company any information which he obtains otherwise than as a director and in respect of which he has a duty of confidentiality to another person, and/or fails to use or apply any such information in performing his duties as a director
- 14 5 Subject to these articles, the Board may cause the voting rights conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the directors or any of them as directors or officers of the other company or in favour of the payment of remuneration to the directors or officers of the other company), and a director may vote on and be counted in the quorum in relation to any of these matters
- 14 6 Except as otherwise provided in these articles a director is to be counted as participating in the decision-making process for quorum or voting purposes on a proposed decision of the directors which is concerned with an actual or proposed transaction or arrangement with the Company in which that director is interested
- 14 7 A director who is interested in a transaction or arrangement with the Company in relation to the director's own appointment to office or employment with the Company, or the variation of the terms thereof, or termination of his appointment or employment, is not to be counted as participating in the decision-making process, and is not entitled to vote on or agree to a proposal relating to it. The Company may by ordinary resolution disapply the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process
- 14 8 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting
- 14 9 Subject to article 14 10, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive
- 14 10 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

15 Records of decisions to be kept

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

16 Directors' discretion to make further rules

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

17 Methods of appointing directors

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

17 1 1 by ordinary resolution, or

17 1 2 by a decision of the directors

17 2 In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director

17 3 For the purposes of paragraph 17 2, where two or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder

18 Termination of director's appointment

18 1 A person ceases to be a director as soon as

18 1 1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,

18 1 2 a bankruptcy order is made against that person,

18 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,

18 1 4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,

18 1 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have, or

18 1 6 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

19 Directors' remuneration

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

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

- 19 2 1 for their services to the company as directors, and
- 19 2 2 for any other service which they undertake for the company
- 19 3 Subject to the articles, a director's remuneration may
 - 19 3 1 take any form, and
 - 19 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
- 19 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day
- 19 5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

20 Directors' expenses

- 20 1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at
 - 20 1 1 meetings of directors or committees of directors,
 - 20 1 2 general meetings, or
 - 20 1 3 separate meetings of the holders of any class of shares or of debentures of the company,
 or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

21 Directors' and employees' gratuities and pensions

- 21 1 The directors may
 - 21 1 1 establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit sharing schemes or trusts or any noncontributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company, or is allied to or associated with the company or with any such subsidiary, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons,
 - 21 1 2 establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the company, or of any such other company as aforesaid, or of any such persons as aforesaid,
 - 21 1 3 make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons (including insurance against their negligence or breach of duty to the company) as aforesaid,
 - 21 1 4 pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object, and
 - 21 1 5 do any of the above things either alone or in conjunction with any such other company as aforesaid

- 21 2 Subject always, if the Companies Act shall so require, to particulars with respect to the proposed payment being disclosed to the shareholders of the company and to the payment being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument

PART 3 SHARES AND DISTRIBUTIONS

SHARES

22 All shares to be fully paid up

- 22 1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue
- 22 2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum

23 Powers to issue different classes of share

- 23 1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution
- 23 2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

24 Company not bound by less than absolute interests

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

25 Share certificates

- 25 1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds
- 25 2 Every certificate must specify
- 25 2 1 in respect of how many shares, of what class, it is issued,
- 25 2 2 the nominal value of those shares,
- 25 2 3 that the shares are fully paid, and
- 25 2 4 any distinguishing numbers assigned to them
- 25 3 No certificate may be issued in respect of shares of more than one class
- 25 4 If more than one person holds a share, only one certificate may be issued in respect of it
- 25 5 Certificates must
- 25 5 1 have affixed to them the company's common seal, or
- 25 5 2 be otherwise executed in accordance with the Companies Acts

26 Replacement share certificates

- 26 1 If a certificate issued in respect of a shareholder's shares is
 - 26 1 1 damaged or defaced, or
 - 26 1 2 said to be lost, stolen or destroyed,
- that shareholder is entitled to be issued with a replacement certificate in respect of the same shares
- 26 2 A shareholder exercising the right to be issued with such a replacement certificate
 - 26 2 1 may at the same time exercise the right to be issued with a single certificate or separate certificates,
 - 26 2 2 must return the certificate which is to be replaced to the company if it is damaged or defaced, and
 - 26 2 3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

27 Share transfers

- 27 1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor
- 27 2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- 27 3 The company may retain any instrument of transfer which is registered
- 27 4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- 27 5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent

28 Transmission of shares

- 28 1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share
- 28 2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require
 - 28 2 1 may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - 28 2 2 subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had
- 28 3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

29 Exercise of transmitters' rights

- 29 1 Transmitters who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish
- 29 2 If the transmitter wishes to have a share transferred to another person, the transmitter must execute an instrument of transfer in respect of it
- 29 3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmitter has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

30 Transmitters bound by prior notices

If a notice is given to a shareholder in respect of shares and a transmitter is entitled to those shares, the transmitter is bound by the notice if it was given to the shareholder before the transmitter's name has been entered in the register of members

DIVIDENDS AND OTHER DISTRIBUTIONS

31 Procedure for declaring dividends

- 31.1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- 31 2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 31 3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights
- 31 4 Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it
- 31 5 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 31 6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- 31 7 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

32 Payment of dividends and other distributions

- 32 1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means
 - 32 1 1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,
 - 32 1 2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide,

- 32 1 3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide, or
- 32 1 4 any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide
- 32 2 In the articles, **the distribution recipient** means, in respect of a share in respect of which a dividend or other sum is payable
 - 32 2 1 the holder of the share, or
 - 32 2 2 if the share has two or more joint holders, whichever of them is named first in the register of members, or
 - 32 2 3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee

33 No interest on distributions

- 33 1 The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by
 - 33 1 1 the terms on which the share was issued, or
 - 33 1 2 the provisions of another agreement between the holder of that share and the company

34 Unclaimed distributions

- 34 1 All dividends or other sums which are
 - 34 1 1 payable in respect of shares, and
 - 34 1 2 unclaimed after having been declared or become payable,
 - may be invested or otherwise made use of by the directors for the benefit of the company until claimed
- 34 2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it
- 34 3 If
 - 34 3 1 twelve years have passed from the date on which a dividend or other sum became due for payment, and
 - 34 3 2 the distribution recipient has not claimed it,
 - the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company

35 Non-cash distributions

- 35 1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)

- 35 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
- 35 2 1 fixing the value of any assets,
- 35 2 2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
- 35 2 3 vesting any assets in trustees

36 Waiver of distributions

- 36 1 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if
- 36 1 1 the share has more than one holder, or
- 36 1 2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise,

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

CAPITALISATION OF PROFITS

37 Authority to capitalise and appropriation of capitalised sums

- 37 1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution
- 37 1 1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and
- 37 1 2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions
- 37 2 Capitalised sums must be applied
- 37 2 1 on behalf of the persons entitled, and
- 37 2 2 in the same proportions as a dividend would have been distributed to them
- 37 3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct
- 37 4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct
- 37 5 Subject to the articles the directors may.
- 37 5 1 apply capitalised sums in accordance with paragraphs 37 3 and 37.4 partly in one way and partly in another,
- 37 5 2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and

- 37 5 3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

PART 4
DECISION-MAKING BY SHAREHOLDERS
ORGANISATION OF GENERAL MEETINGS

38 Attendance and speaking at general meetings

- 38 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 38 2 A person is able to exercise the right to vote at a general meeting when
- 38 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 38 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 38 3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 38 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- 38 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

39 Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

40 Chairing general meetings

- 40 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 40 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start
- 40 2 1 the directors present, or
- 40 2 2 (if no directors are present) the meeting,
- must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- 40 3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

41 Attendance and speaking by directors and non-shareholders

- 41 1 Directors may attend and speak at general meetings, whether or not they are shareholders

- 41 2 The chairman of the meeting may permit other persons who are not
41 2 1 shareholders of the company, or
41 2 2 otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting

42 Adjournment

- 42 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- 42 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if
42 2 1 the meeting consents to an adjournment, or
42 2 2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 42 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 42 4 When adjourning a general meeting, the chairman of the meeting must
42 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
42.4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 42 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least seven clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given).
42 5 1 to the same persons to whom notice of the company's general meetings is required to be given, and
42 5 2 containing the same information which such notice is required to contain
- 42 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

VOTING AT GENERAL MEETINGS

43 Voting: general

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

44 Errors and disputes

- 44 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 44 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

45 Poll votes

45 1 A poll on a resolution may be demanded

45 1 1 in advance of the general meeting where it is to be put to the vote, or

45 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

45 2 A poll may be demanded by

45 2 1 the chairman of the meeting,

45 2 2 the directors,

45 2 3 two or more persons having the right to vote on the resolution, or

45 2 4 a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution

45 3 A demand for a poll may be withdrawn if

45 3 1 the poll has not yet been taken, and

45 3 2 the chairman of the meeting consents to the withdrawal

45 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

46 Content of proxy notices

46 1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which

46 1 1 states the name and address of the shareholder appointing the proxy,

46 1 2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,

46 1 3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and

46 1 4 is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate

46 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

46 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

46 4 Unless a proxy notice indicates otherwise, it must be treated as

46 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

46 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

47 Delivery of proxy notices

- 47 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person
- 47 2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 47 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 47 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

48 Amendments to resolutions

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

PART 5 ADMINISTRATIVE ARRANGEMENTS

49 Secretary

- 49 1 Subject to the provisions of the Companies Acts, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. This article only applies for so long as the company elects to have a secretary

50 Means of communication to be used

- 50 1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company

50 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

50 3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

51 Company seals

51 1 Any common seal may only be used by the authority of the directors

51 2 The directors may decide by what means and in what form any common seal is to be used

51 3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature

51 4 For the purposes of this article, an authorised person is

51 4 1 any director of the company,

51 4 2 the company secretary (if any), or

51 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

52 No right to inspect accounts and other records

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

53 Provision for employees on cessation of business

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

DIRECTORS' INDEMNITY AND INSURANCE

54 Indemnity

54 1 Subject to paragraph 54 2, a relevant director of the company or an associated company may be indemnified out of the company's assets against

54 1 1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,

54 1 2 any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

54 1 3 any other liability incurred by that director as an officer of the company or an associated company

54 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

54 3 In this article

54 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

54 3 2 a "relevant director" means any director or former director of the company or an associated company

55 Insurance

55 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

55 2 In this article

55 2 1 a **relevant director** means any director or former director of the company or an associated company,

55 2 2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company, and

55 2 3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate