

Company Number: 08180794

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Greater Gabbard OFTO Intermediate Limited (the Company)

On the 22nd day of November 2013 the following written resolutions were duly passed as special resolutions of the Company

WRITTEN SPECIAL RESOLUTIONS

- 1 **THAT** the Company enters into a security agreement among itself, Greater Gabbard OFTO plc, Greater Gabbard OFTO Holdings Limited and Deutsche Trustee Company Limited (the **Security Agreement**) and any documents necessary or desirable or relating to that Security Agreement in relation to the financing of the acquisition and subsequent management, operation, maintenance, repair and decommissioning of transmission assets in relation to the Greater Gabbard offshore windfarm by Greater Gabbard OFTO plc for the duration of the terms of an offshore electricity transmission licence to be granted by Ofgem to Greater Gabbard OFTO plc
- 2 **THAT** the directors have authority to approve the terms of, and the transactions contemplated by, the Transaction Documents (as defined in the master definitions agreement proposed to be entered into between, among others, the Company, Deutsche Trustee Company Limited and HSBC Bank plc) to which the Company is envisaged to be a party and any related document
- 3 **THAT** the entry by the Company into the proposed transactions substantially on the terms set out in the Transaction Documents to which the Company is envisaged to be a party (including giving the security) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole
- 4 **THAT** the Company issues and subscribes for loan note instruments in a principal amount of up to, but not in excess of, £49,449,000 in relation to the financing of the acquisition and subsequent management, operation, maintenance, repair and decommissioning of transmission assets in relation to the Greater Gabbard offshore windfarm by Greater Gabbard OFTO plc
- 5 **THAT** the articles of association attached hereto as Appendix 1 be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company
- 6 **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association

[Signature]

Director

THURSDAY



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COMPANIES HOUSE

THE COMPANIES ACT 2006
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of
GREATER GABBARD OFTO INTERMEDIATE LIMITED

No. 08180794

(adopted by special resolution passed on 22 November 2013)

ALLEN & OVERY
ALLEN & OVERY LLP

Company number
08180794

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GREATER GABBARD OFTO INTERMEDIATE LIMITED

(adopted by special resolution passed on 22 November 2013)

PRELIMINARY

1. The Model Articles for Private Companies Limited by Shares contained in Schedule 1 of the Companies (Model Articles) Regulations 2008 (SI 2008 No 3229) (the **Model Articles**) shall apply to the company except in so far as they are excluded or varied hereby
2. Model Articles 4, 11, 12, 13, 14, 16, 19, 20 22, 26(5), 36, 42, 44 do not apply to the Company

INTERPRETATION AND LIMITATION OF LIABILITY

3. Defined terms

- (1) In the articles, unless the context requires otherwise

affiliate means

- (a) if the person is a subsidiary of another company, the person's ultimate holding company and any subsidiary (other than the person itself) of the person's ultimate holding company and any subsidiary of the person, or
- (b) if the person is not a subsidiary of another company, any subsidiary of the person,
- (c) any general partner, limited partner, trustee, manager, nominee of a person (or any group undertaking of that person) or a group undertaking of such general partner, limited partner, trustee, manager or nominee; or
- (d) any unit trust, investment fund, investment company, general partnership, limited partnership or other collective investment scheme, pension fund, superannuation fund or any other fund, company or entity of which any shareholder (or any group undertaking of any shareholder) or any person referred to in paragraph (c) of this definition) is the general partner, limited partner, trustee, principal, manager, co-manager or nominee (either directly or indirectly),

alternate or **alternate director** has the meaning given in article 26 and article 27 respectively,

appointor has the meaning given in article 26,

articles means the company's articles of association, as from time to time amended,

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,

business day means a day (other than a Saturday or a Sunday) on which the clearing banks in the City of London are open for business,

chairman has the meaning given in article 13 2,

Companies Act means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force,

company means Greater Gabbard OFTO Intermediate Limited (registered number 08180794),

company's lien has the meaning given in article 37

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 40(2),

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,

eligible director means a director who is entitled to vote on the relevant matter at a directors' meeting but excluding any director whose vote is not to be counted in respect of the relevant matter,

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

group undertaking means any company which is a subsidiary of a person, any holding company of such person or any subsidiary of such holding company and "subsidiary" and "holding company" have the meanings given to them in section 1159 of the Companies Act and "ultimate holding company" means a holding company which is not itself a subsidiary,

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

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,

major holdco shareholder means any shareholder of Greater Gabbard OFTO Holdings Limited (**Holdco**) which holds more than 10% of the ordinary shares in Holdco (except that in the case of any shareholder of Holdco which is an affiliate of another shareholder of Holdco the interests of that shareholder of Holdco and all of its affiliates shall be considered together for this purpose and the shareholder of Holdco and its affiliates shall together be treated as a single major holdco shareholder or minor holdco shareholder accordingly),

member has the meaning given in section 112 of the Companies Act,

minor holdco shareholder means any shareholder of Holdco which holds 10% or less of the shares in Holdco (except that in the case of any shareholder of Holdco which is an affiliate of another

shareholder of Holdco the interests of that shareholder of Holdco and all of its affiliates shall be considered together for this purpose and the shareholder of Holdco and its affiliates shall together be treated as a single major holdco shareholder or minor holdco shareholder accordingly),

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

paid means paid or credited as paid,

participate in relation to a directors' meeting, has the meaning given in article 11,

partly paid in relation to a share means that part of that share's nominal value or any premium at which it was issued has not been paid to the company,

relevant situation has the meaning given in article 19,

securities seal has the meaning given in article 34(2),

shares means shares in the company,

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

writing or written includes fax and e-mail but excludes text messages and other communications in electronic form

- (2) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act as in force on the date when these articles become binding on the company
- (3) Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations
- (4) Headings to the articles are inserted for convenience only and shall not affect construction
- (5) Model Article 1 shall be amended accordingly

4. Liability of members

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

UNRESTRICTED OBJECTS

5. Nothing in these articles shall constitute a restriction on the objects of the company to do (or omit to do) any act and, in accordance with section 31(1) of the Companies Act, the company's objects are unrestricted

DIRECTORS

DIRECTORS' GENERAL POWERS, DUTIES AND RESPONSIBILITIES

6. Directors' general powers

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

7. Directors' duties

(1) The purpose of the company

- (a) may, if and to the extent that the directors consider it appropriate, and
- (b) shall, if directed by the holder of the shares by notice in writing to the company,

include promoting the success of the group as a whole or of any one or more members of the group (and in this context **group** means the company, any other body corporate which is its holding company or subsidiary and any other body corporate which is a subsidiary of that holding company)

(2) In the exercise of his duties, a director shall not be restricted by any duty of confidentiality to the company from providing information regarding the company to a holding company of the company but a director who is also a director of any holding company of the company shall owe a strict duty of confidentiality to that holding company in relation to confidential information of the holding company

8. Committees

- (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
- (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

9. Directors to take decisions collectively

Decisions of the directors may be taken

- (a) at a directors' meeting, or
- (b) in the form of a directors' written resolution

10. Calling a directors' meeting

- (1) Any director may call a directors' meeting
- (2) The company secretary must call a directors' meeting if a director so requests
- (3) A directors' meeting is called by giving notice of the meeting to the directors
- (4) Unless otherwise agreed by all of the directors, not less than 10 business days' notice of each directors' meeting shall be given to all directors
- (5) Notice of any directors' meeting must indicate
 - (i) its proposed date and time,
 - (ii) where it is to take place, and

- (iii) 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

- (6) Notice of a directors' meeting must be given to each director, but need not be in writing
- (7) 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 7 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

11. Participation in directors' meetings

- (1) Subject to the articles, directors **participate** in a directors' meeting, or part of a directors' meeting, when.
 - (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (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, provided that a majority of the directors participating in the meeting are physically present in the UK
- (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. In the absence of such a decision, the meeting is deemed to take place at the location from where the chairman participates
- (4) Unless otherwise agreed by the directors appointed by the major holdco shareholders meetings of the directors shall be held as necessary but in any event at least once every quarter on such dates as the directors may agree,
- (5) A telephone conference call or video conference or a combination of the same, at which all participants are able to speak to and hear each of the other participants and at which for all times at that meeting a quorum of the directors is able to so participate, shall be valid as a meeting of the directors provided that a majority of directors participating in the meeting are physically present in the United Kingdom
- (6) A resolution (which may be in counterparts) in writing signed by all the directors entitled to receive notice of a meeting and vote at the meeting shall be as valid and effectual as if it had been passed at a meeting of directors duly convened and held.
- (7) An agenda identifying in reasonable detail matters to be discussed by the directors at the meeting and, so far as reasonably practicable, any relevant documents shall be distributed in advance of the meeting to all directors and their alternates so as to ensure that they are received at least 3 business days prior to the date fixed for the meeting
- (8) Each director shall receive a copy of the minutes of each meeting within 10 business days of the meeting, or within such other period as the directors may agree

12. Quorum for directors' meetings

- (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting

- (2) Subject to the Companies Act, the quorum for directors' meetings shall be one eligible director appointed by each of the major holdco shareholders
- (3) If a quorum is not present within 30 minutes from the time set for a meeting of the directors or if during the meeting a quorum ceases to be present, the Company shall immediately give notice to the shareholders and the meeting shall be adjourned to the fifth business day after the date set for the meeting at the same time and place. If at the adjourned meeting a quorum is not present within 30 minutes from the time set for the meeting or if during the meeting a quorum ceases to be present the quorum at that meeting shall be any director
- (4) For the purpose of any directors' meeting (or part of a meeting) held in accordance with article 19 to authorise a director's conflict of interest, if only one eligible director is in office, the quorum is one eligible director

13. Chairing of directors' meetings

- (1) The directors present in person or by proxy at a directors' meeting shall nominate one of the directors in alternate order to be the chairman for the purposes of that meeting
- (2) The person so appointed for the time being is known as the **chairman**

14. Voting at directors' meetings: general rules

- (1) Subject to the articles, a decision is taken at a directors' meeting by a majority of the votes of the participating directors provided that a majority of the directors appointed by the major holdco shareholders vote in favour
- (2) Subject to the articles, each eligible director participating in a directors' meeting has one vote, provided that if only one director appointed by a major holdco shareholder is present, that director shall at that meeting have two votes

15. Alternates voting at directors' meetings

- (1) A director who is also an alternate director has an additional vote on behalf of each appointor who is
 - (a) not participating in a directors' meeting, and
 - (b) would have been an eligible director if they were participating in it

No alternate may be counted as more than one director for the purpose of determining whether a quorum is present

16. Proposing directors' written resolutions

- (1) Any director may propose a directors' written resolution.
- (2) The company secretary must propose a directors' written resolution if a director so requests
- (3) A directors' written resolution is proposed by giving notice of the proposed resolution to the directors
- (4) Notice of a proposed directors' written resolution must indicate
 - (i) the proposed resolution, and

- (ii) the time by which it is proposed that the directors should adopt it
- (5) Notice of a proposed directors' written resolution must be given in writing to each director
- (6) Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting that resolution must be taken reasonably in good faith.

17. Adoption of directors' written resolutions

- (1) A proposed directors' written resolution is adopted when all the eligible directors have signed one or more copies of it, provided that those directors would have formed a quorum at such a meeting
- (2) It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted
- (3) Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles
- (4) The company secretary must ensure that the company keeps a record, in writing, of all directors' written resolutions for at least ten years from the date of their adoption

DIRECTORS' INTERESTS

18. Directors' interests in relation to transactions or arrangements with the company

The relevant provisions of the Companies Act (including, without limitation, sections 177 and 182 of the Companies Act) shall apply in relation to declarations of interests in proposed and existing transactions or arrangements with the company

19. Directors' interests other than in relation to transactions or arrangements with the company

- (1) If a situation (a **relevant situation**) arises in which a director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the company could take advantage of it, but excluding any situation which cannot reasonably be regarded as likely to give rise to a conflict of interest) the directors (other than the director and any other director with a similar interest who shall not be counted in the quorum at the meeting and shall not vote on the resolution) may resolve to authorise the relevant situation and the continuing performance by the director of his duties on such terms as they may determine
- (2) Any reference in article 19(1) to a conflict of interest includes a conflict of interest and duty and a conflict of duties
- (3) Any terms determined by the directors under article 19(1) may be imposed at the time of the authorisation or may be imposed or varied subsequently by either the directors or the member and may include (without limitation)
 - (a) whether the interested directors may vote (and be counted in the quorum at any meeting) in relation to any decision relating to the relevant situation,
 - (b) the exclusion of the interested directors from all information and discussion by the company of the relevant situation, and

- (c) (without prejudice to the general obligations of confidentiality) the application to the interested directors of a strict duty of confidentiality to the company for any confidential information of the company in relation to the relevant situation
- (4) Any authorisation given under article 19(1) may be withdrawn by the directors by giving notice to the director concerned
- (5) An interested director must act in accordance with any terms determined by the directors under article 19(1)
- (6) Except as specified in article 19(1), any proposal made to the directors and any authorisation by the directors in relation to a relevant situation shall be dealt with in the same way as any other matter may be proposed to and decided by the directors in accordance with the articles
- (7) Any authorisation of a relevant situation given by the directors under article 19(1) may provide that, where the interested director obtains (other than through his position as a director of the company) information that is confidential to a third party, he will not be obliged to disclose it to the company or to use it in relation to the company's affairs in circumstances where to do so would amount to a breach of that confidence
- (8) If the directors make an authorisation under article 19(1), impose or vary the terms of an authorisation under article 19(3), or withdraw an authorisation under article 19(4), they shall, as soon as reasonably practicable, notify the member of this fact and provide, where applicable, any relevant particulars regarding the authorisation or its terms
- (9) (a) A director shall, as soon as reasonably practicable, declare the nature and extent of his interest in a relevant situation within article 19(1) to the other directors and the member

Failure to comply with this requirement does not affect the underlying duty to make the declaration of interest
- (b) If a declaration of interest in relation to a relevant situation proves to be, or becomes, inaccurate or incomplete, a further declaration must be made

20. Directors' interests generally and voting

- (1) Subject to the Companies Act and to articles 18 and 19, a director notwithstanding his office
 - (a) may be a party to, or otherwise interested or participate in, any transaction or arrangement with the company or in which the company is otherwise interested, including any such pensions, other benefits, transactions or arrangements as are referred to in article 25,
 - (b) may act by himself or his firm in a professional capacity for the company (except as auditor) and he or his firm shall be entitled to remuneration as if he were not a director,
 - (c) 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, and
 - (d) shall not, by reason of his office (or of the fiduciary relationship established by holding that office), be accountable to the company for any remuneration, profit or other benefit resulting from any relevant situation authorised under article 19 or any interest permitted under paragraphs 20(a), 20(b) or 20 (c), and no contract, transaction or arrangement shall be liable

to be avoided on the grounds of any director having an interest authorised under article 19 or permitted under paragraphs 20 (1)(a), 20 (1)(b), or 20(1)(c)

- (2) Subject to articles 18 and 19, a director shall be entitled to vote on any decision concerning any matter in which he has, directly or indirectly, an interest or a duty
- (3) In the case of an alternate director, an interest of his appointor shall be treated as an interest of the alternate in addition to any interest which the alternate otherwise has
- (4) Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the company or any body corporate in which the company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not otherwise precluded from voting) each of the directors concerned shall be entitled to vote (and to form part of the quorum) in respect of each proposal except that concerning his own appointment
- (5) 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 and quorum purposes

APPOINTMENT OF DIRECTORS

21. Methods of appointing directors

Any person who is willing to act as a director, and is permitted by law and these articles to do so, may be appointed to be a director by notice in writing given in accordance with article 23

22. Termination of director's appointment

- (1) A person ceases to be a director as soon as
 - (a) that person ceases to be a director by virtue of any provision of the Companies Act or is prohibited from being a director by law,
 - (b) a bankruptcy order is made against that person,
 - (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - (d) a registered medical practitioner who has examined him 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,
 - (e) 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,
 - (f) notification is received by the company from the director that the director is resigning from office as director, and such resignation has taken effect in accordance with its terms, or
 - (g) notice in writing is received by the company in accordance with article 22

23. Appointment and termination of appointments of directors

- (1) Each major holdco shareholder shall be entitled at any time and from time to time to appoint and maintain in office two directors and to remove or replace any director so appointed by that major holdco shareholder for as long as it is a major holdco shareholder
- (2) Each minor holdco shareholder shall be entitled at any time and from time to time to appoint and maintain in office one director and to remove or replace any director so appointed by that minor holdco shareholder for as long as it is a minor holdco shareholder
- (3) Any appointment or removal shall be made by notice in writing to the company and shall take effect when it is lodged at the registered office or produced at any directors' meeting

24. Directors' services

Directors may undertake any services for the company that the directors decide and the company may enter into a contract of service with any director on such terms as the directors think fit

25. Directors' pensions and other benefits

The directors may exercise all the powers of the company to

- (a) pay, provide, arrange or procure the grant of pensions or other retirement benefits, death, disability or sickness benefits, health, accident and other insurances or other such benefits, allowances, gratuities or insurances, including in relation to the termination of employment, to or for the benefit of any person who is or has been at any time a director of the company or in the employment or service of the company or of any body corporate which is or was associated with the company or of the predecessors in business of the company or any such associated body corporate, or the relatives or dependants of any such person For that purpose, the directors may procure the establishment and maintenance of, or participation in, or contribution to, any pension fund, scheme or arrangement and the payment of any insurance premiums,
- (b) establish, maintain, adopt and enable participation in any profit sharing or incentive scheme including shares, share options or cash or any similar schemes for the benefit of any director or employee of the company or of any associated body corporate, and to lend money to any such director or employee or to trustees on their behalf to enable any such schemes to be established, maintained or adopted, and
- (c) support and subscribe to any institution or association which may be for the benefit of the company or associated body corporate or any directors or employees of the company or associated body corporate or their relatives or dependants or connected with any town or place where the company or an associated body corporate carries on business, and to support and subscribe to any charitable or public object whatsoever

ALTERNATE DIRECTORS

26. Appointment and removal of alternates

A major holdco shareholder or minor holdco shareholder (the **appointor**) may by giving notice in writing to the directors appoint another person to be the alternate (an alternate or alternate director) for a director nominated by such shareholder of Holdco (the relevant director) and may, in the same way, remove an alternate appointed by it

27. Rights and responsibilities of alternate directors

- (1) An alternate is entitled to receive notice of all meetings of the directors and attend and vote as such at any meeting at which the relevant director is not personally present and generally, in the absence of the relevant director, to do all the things which the relevant director is authorised or empowered to do
- (2) Where the alternate who has been appointed is a director, that director will be able to exercise both the voting rights of the relevant director and his/her own voting rights in the directors' meeting
- (3) Subject to the articles, an alternate may act as **alternate director** to more than one director and has the same rights, in relation to any directors' meeting or directors' written resolution, as the relevant director
- (4) Except as the articles specify otherwise, alternate directors
 - (i) are deemed for all purposes to be directors,
 - (ii) are liable for their own acts and omissions,
 - (iii) are subject to the same restrictions as their relevant directors, and
 - (iv) are not deemed to be agents of or for their relevant directors,and, in particular, each alternate director shall be entitled to receive notice of all directors' meetings and of all committee meetings of directors of which his relevant director is a member
- (5) Subject to the articles, a person who is an alternate director but not a director
 - (i) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's relevant director is not participating), and
 - (ii) may sign a written resolution (but only if it is not signed or to be signed by that person's relevant director)
- (6) An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company

28. Termination of alternate directorship

An alternate director's appointment as an alternate terminates

- (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,
- (b) on the death of the alternate's relevant director, or
- (c) when the alternate's relevant director's appointment as a director terminates

COMPANY NAME

29. Directors' power to change company name

The directors may change the name of the company

SHARES AND DISTRIBUTIONS

30. Powers to allot shares

- (1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue further classes of shares with such rights or restrictions as may be determined by ordinary resolution
- (2) Sections 561 and 562 of the Companies Act are excluded
- (3) 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
- (4) In the event that rights and restrictions attaching to shares are determined by ordinary resolution or by the directors pursuant to this article, those rights and restrictions shall apply, in particular in place of any rights or restrictions that would otherwise apply by virtue of the Companies Act in the absence of any provisions in the articles of a company, as if those rights and restrictions were set out in the articles

31. Payment of commissions on subscription for shares

- (1) The company may pay any person a commission in consideration for that person
 - (a) subscribing, or agreeing to subscribe, for shares, or
 - (b) procuring, or agreeing to procure, subscriptions for shares
- (2) Any such commission may be paid
 - (a) in cash, or in fully paid or partly paid shares or other securities, or partly in one way and partly in the other, and
 - (b) in respect of a conditional or an absolute subscription

32. 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.

SHARE CERTIFICATES

33. Issue of certificates

- (1) Subject to the Companies Act, the company must issue each member with one or more certificates in respect of the shares which that member holds

- (2) Except as otherwise specified in the articles, all certificates must be issued free of charge
- (3) No certificate may be issued in respect of shares of more than one class
- (4) If more than one person holds a share, only one certificate may be issued in respect of it

34. Contents and execution of share certificates

- (1) Every certificate must specify
 - (a) in respect of how many shares, of what class, it is issued,
 - (b) the nominal value of those shares,
 - (c) the amount paid up on them, and
 - (d) any distinguishing numbers assigned to them
- (2) Certificates must
 - (a) have affixed to them the company's common seal or an official seal which is a facsimile of the company's common seal with the addition on its face of the word "Securities" (a securities seal), and in the case of a securities seal, unless otherwise determined by the directors, the certificate does not need to be signed, or
 - (b) be otherwise executed in accordance with the Companies Act

35. Consolidated share certificates

- (1) When a member's holding of shares of a particular class increases, the company may issue that member with
 - (a) a single, consolidated certificate in respect of all the shares of a particular class which that member holds, or
 - (b) a separate certificate in respect of only those shares by which that member's holding has increased
- (2) When a member's holding of shares of a particular class is reduced, the company must ensure that the member is issued with one or more certificates in respect of the number of shares held by the member after that reduction. But the company need not (in the absence of a request from the member) issue any new certificate if
 - (a) all the shares which the member no longer holds as a result of the reduction, and
 - (b) none of the shares which the member retains following the reduction,
 - (c) were, immediately before the reduction, represented by the same certificate
- (3) A member may request the company, in writing, to replace
 - (a) the member's separate certificates with a consolidated certificate, or
 - (b) the member's consolidated certificate with two or more separate certificates representing such proportion of the shares as the member may specify

- (4) When the company complies with such a request it may charge such reasonable fee as the directors may decide for doing so
- (5) A consolidated certificate must not be issued unless any certificates which it is to replace have first been returned to the company for cancellation

36. Replacement share certificates

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

PARTLY PAID SHARES

37. Company's lien over partly paid shares

- (1) The company has a lien (the **company's lien**) over every share which is partly paid for any part of
 - (a) that share's nominal value, and
 - (b) any premium at which it was issued,
 - (c) which has not been paid to the company, and which is payable immediately or at some time in the future
- (2) The company's lien over a share
 - (a) takes priority over any third party's interest in that share, and
 - (b) extends to any dividend or other money payable by the company in respect of that share and (if the lien is enforced and the share is sold by the company) the proceeds of sale of that share
- (3) The directors may at any time decide that a share which is or would otherwise be subject to the company's lien shall not be subject to it, either wholly or in part

TRANSFER AND TRANSMISSION OF SHARES

38. Transfers of shares

- (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
 - (a) the transferor, and
 - (b) (if any of the shares is partly paid) the transferee
- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- (3) The company may retain any instrument of transfer which is registered
- (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
- (5) To ascertain whether a proposed transferee is a permitted transferee, the directors nominated by the holder of the shares may require the transferor or the transferee to provide such information as they reasonably specify
- (6) Notwithstanding anything contained in these articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such a transfer
 - (a) is to a bank or institution to which such shares have been charged by way of security (including, for the avoidance of doubt, any trustee for one or more secured creditors), or to any nominee of such bank or institution (a **Secured Institution**), or
 - (b) is executed by a Secured Institution or its nominee, in favour of any transferee, pursuant to the power of sale or other power under such security
- (7) The directors may refuse to register the transfer of a share if
 - (a) the share is not fully paid,
 - (b) the transfer is not lodged at the company's registered office or such other place as the directors have appointed,
 - (c) the transfer is not accompanied by the certificate for the shares to which it relates, or such other evidence as the directors may reasonably require to show the transferor's right to make the transfer, or evidence of the right of someone other than the transferor to make the transfer on the transferor's behalf, or
 - (d) replies which are reasonably satisfactory to the directors in relation to a request for information under article 38(5) have not been received
- (8) If the directors refuse to register the transfer of a share, 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

DISTRIBUTIONS

39. Procedure for declaring dividends

- (1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- (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
- (3) No dividend may be declared or paid unless it is in accordance with members' respective rights
- (4) Unless the members' 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 member's holding of shares on the date of the resolution or decision to declare or pay it

40. Payment of dividends and other distributions

- (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
 - (a) transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,
 - (b) 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,
 - (c) 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
 - (d) 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
- (2) In the articles, the distribution recipient means, in respect of a share in respect of which a dividend or other sum is payable
 - (a) the holder of the share, or
 - (b) if the share has two or more joint holders, whichever of them is named first in the register of members

MISCELLANEOUS PROVISIONS

COMMUNICATIONS

41. Means of communication to be used

- (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 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
- (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
- (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

42. When a communication from the company is deemed received

- (1) Any document or information, if sent by first class post, shall be deemed to have been received on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been received on the second day following that on which the envelope containing it is put into the post and in proving that a document or information has been received it shall be sufficient to prove that the letter, envelope or wrapper containing the document or information was properly addressed, prepaid and put into the post
- (2) Any document or information not sent by post but left at a registered address or address at which a document or information may be received shall be deemed to have been received on the day it was so left
- (3) Any document or information, if sent or supplied by electronic means, shall be deemed to have been received on the day on which the document or information was sent or supplied by or on behalf of the company
- (4) If the company receives a delivery failure notification following a communication by electronic means in accordance with article 42(3), the company shall send or supply the document or information in hard copy or electronic form (but not by electronic means) to the member either personally or by post addressed to the member at his registered address or by leaving it at that address. This shall not affect when the document or information was deemed to be received in accordance with article 42(3)
- (5) Every person who becomes entitled to a share shall be bound by every notice in respect of that share which before his name is entered in the register of members was given to the person from whom he derives his title to the share

43. Notices in writing given to the company by the holder of the shares

Any notice in writing given to the company by the holder of the shares shall take effect when it is lodged at the registered office or produced to any directors' meeting

ADMINISTRATIVE ARRANGEMENTS

44. Company seals

- (1) Any common seal may only be used by the authority of the directors or of a committee of the directors
- (2) The directors may decide by what means and in what form any common seal, official seal for use abroad or securities seal is to be used
- (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
- (4) For the purposes of this article, an authorised person is
 - (a) any director of the company,
 - (b) the company secretary, or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied
- (5) If the company has an official seal for use abroad, it may only be affixed to a document if its use on that document, or documents of a class to which it belongs, has been authorised by a decision of the directors
- (6) If the company has a securities seal, it may only be affixed to securities by the company secretary or a person authorised to apply it to securities by the company secretary
- (7) For the purposes of the articles, references to the securities seal being affixed to any document include the reproduction of the image of that seal on or in a document by any mechanical or electronic means which has been approved by the directors in relation to that document or documents of a class to which it belongs

45. Destruction of documents

- (1) The company is entitled to destroy
 - (a) all instruments of transfer of shares which have been registered, and all other documents on the basis of which any entries are made in the register of members, from six years after the date of registration,
 - (b) all dividend mandates, variations or cancellations of dividend mandates, and notifications of change of address, from two years after they have been recorded,
 - (c) all share certificates which have been cancelled from one year after the date of the cancellation,
 - (d) all paid dividend warrants and cheques from one year after the date of actual payment, and
 - (e) all proxy notices from one year after the end of the meeting to which the proxy notice relates

- (2) If the company destroys a document in good faith, in accordance with the articles, and without notice of any claim to which that document may be relevant, it is conclusively presumed in favour of the company that
- (a) entries in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed were duly and properly made,
 - (b) any instrument of transfer so destroyed was a valid and effective instrument duly and properly registered,
 - (c) any share certificate so destroyed was a valid and effective certificate duly and properly cancelled,
 - (d) any other document so destroyed was a valid and effective document in accordance with its recorded particulars in the books or records of the company, and
 - (e) every paid dividend warrant and cheque so destroyed was duly paid
- (3) This article does not impose on the company any liability which it would not otherwise have if it destroys any document before the time at which this article permits it to do so
- (4) In this article, references to the destruction of any document include a reference to its being disposed of in any manner

46. 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 member

WINDING UP

47. Winding up

If the company is wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Companies Act, distribute to the member in specie the whole or any part of the assets of the company and may, for that purpose, value any assets. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the member as he with like sanction determines, but the member shall not be compelled to accept any assets upon which there is liability

DIRECTORS' INDEMNITY AND INSURANCE

48. Indemnity

- (1) Subject to article 48(5), a relevant director of the company or an associated company may be indemnified out of the company's assets against
- (a) 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,
 - (b) 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),

- (c) any other liability incurred by that director as an officer of the company or an associated company
- (2) The company may fund the expenditure of a relevant director of the company or of any associated company for the purposes permitted under the Companies Act and may do anything to enable such relevant director to avoid incurring such expenditure as provided in the Companies Act
- (3) No relevant director of the company or of any associated company shall be accountable to the company or the member for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company
- (4) The powers given by this article shall not limit any general powers of the company to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief
- (5) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Act or by any other provision of law
- (6) In this article 48
 - (a) companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a **relevant director** means any director or former director of the company or of an associated company

49. Insurance

- (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
- (2) In this article 49 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.