



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 267041

The Registrar of Companies for Scotland hereby certifies that

DALGLEN (NO. 924) LIMITED

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

Given at Companies House, Edinburgh, the 27th April 2004



NSC267041B



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E

Please complete in typescript, or in bold black capitals.

CHWP007

Declaration on application for registration

267041

Company Name in full

Dalglen (No. 924) Limited

I, David Stewart Allan

of Dalmore House, 310 St Vincent Street, Glasgow, G2 5QR

† Please delete as appropriate

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

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

Declarant's signature

Declared at Dalmore House, 310 St Vincent Street, Glasgow, G2 5QR

On Day Month Year
2 1 0 4 2 0 0 4

❶ Please print name.

before me ❶

CATHERINE MARY FALOON

Signed

Date 21 April 2004

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

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

Biggart Baillie, Solicitors

Dalmore House, 310 St Vincent Street, Glasgow, G2 5QR

Tel 0141 228 8000

DX number 9

DX exchange GW



Form revised June 1998

Published under licence by everyform

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

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

or

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

for companies registered in Scotland

DX 235 Edinburgh

100
2

10

Please complete in typescript,
or in bold black capitals.

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

CHFP021

Notes on completion appear on final page

Company Name in full

267041

Dalglen (No. 924) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Dalmore House

310 St Vincent Street

Post town

Glasgow

County / Region

Strathclyde

Postcode

G2 5QR

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

X

Agent's name

Biggart Baillie

Address

Dalmore House

310 St Vincent Street

Post town

Glasgow

County / Region

Strathclyde

Postcode

G2 5QR

Number of continuation sheets attached

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

Biggart Baillie, Solicitors

Dalmore House, 310 St Vincent Street, Glasgow, G2 5QR

Tel 0141 228 8000

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for companies registered in England and Wales or

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

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

* Voluntary details

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

Company name

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Country

Dalglan Secretaries Limited

Dalmore House

310 St Vincent Street

Glasgow

Strathclyde

Postcode

G2 5QR

Scotland

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

Consent signature

Date

21 April 2004

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME

*Style / Title

*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Country

Dalglan Directors Limited

Dalmore House

310 St Vincent Street

Glasgow

Strathclyde

Postcode

G2 5QR

Scotland

Day Month Year

Date of birth

--	--	--	--	--	--

Nationality

Business occupation

Director

Other directorships

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

Consent signature

Date

21 April 2004

Directors

(see notes 1-5)

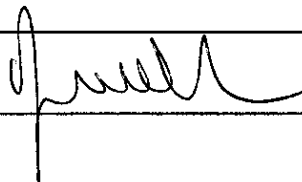
Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>					
	Forename(s)	<input type="text"/>							
	Surname	<input type="text"/>							
	Previous forename(s)	<input type="text"/>							
	Previous surname(s)	<input type="text"/>							
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	<input type="text"/>							
	<input type="checkbox"/>	<input type="text"/>							
	Post town	<input type="text"/>							
	County / Region	<input type="text"/>	Postcode	<input type="text"/>					
	Country	<input type="text"/>							
Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>
Day	Month	Year							
<input type="text"/>	<input type="text"/>	<input type="text"/>							
Business occupation	<input type="text"/>								
Other directorships	<input type="text"/>								
	<input type="text"/>								
	I consent to act as director of the company named on page 1								
Consent signature	<input type="text"/>	Date	<input type="text"/>						

This section must be signed by

Either
an agent on behalf
of all subscribers

Signed



Date

21 April 2004

Or the subscribers

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

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years**, when the person was a director, was:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

267041

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DALGLEN (NO. 924) LIMITED

1. The name of the Company is DALGLEN (NO. 924) LIMITED.
2. The registered office of the Company will be situate in Scotland.
3. The objects for which the Company is established are:-
 - 3.1. To carry on business as a general commercial company.
 - 3.2. To carry on any other trade or business whatsoever with the power to do all such things as are or may be incidental or conducive to the carrying on of any trade or business.
 - 3.3. To acquire by purchase, lease, exchange or otherwise any heritable or real property or rights whatsoever and by purchase, hire or otherwise any moveable or personal property or rights whatsoever and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof including the power to let on lease or otherwise sell, dispose of, turn to account, grant licences, options, occupancy rights, franchises, rights and privileges in respect of or otherwise deal with all or any part of the property of the Company.
 - 3.4. To construct, develop, enlarge, maintain, alter, manage, carry out or control any buildings, erections, works, plant, machinery or services which may be directly or indirectly necessary or convenient for the carrying on of any business of the Company and to contribute to, subsidise or otherwise assist or take part in the construction, development, enlargement, maintenance, alteration, management, carrying out or control thereof.
 - 3.5. To acquire by any means the whole or any part of the assets, and to assume the whole or any part of the liabilities, of any person or company carrying on or proposing to carry on any business and to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, co-operation, joint adventure, or otherwise with any such person or company.
 - 3.6. To subscribe for or otherwise acquire either absolutely or conditionally any shares, stock, debentures, debenture stock or other securities of any other company and to guarantee or underwrite the issue of or the payment of the principal of and interest and premium on any such securities as aforesaid.



- 3.7. To invest and deal with the monies of the Company in such manner as may from time to time be thought fit.
- 3.8. To borrow money and to secure by mortgage, charge or lien upon the whole or any part of the Company's undertaking, property or assets (whether present or future) including its uncalled capital, the discharge by the Company and/or any other person of any obligation or liability thereby incurred.
- 3.9. To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the foregoing generality any subsidiary or holding company of the Company or another subsidiary of such holding company or any other company associated with the Company by reason of common shareholdings or otherwise).
- 3.10. To enter into any guarantee or contract of indemnity and/or give any security for the payment of money and/or the performance of obligations of all kinds by the Company or by any other person, firm or company (including, without prejudice to the foregoing generality any subsidiary or holding company of the Company or another subsidiary of such holding company or any other company associated with the Company by reason of common shareholding or otherwise) and in security of any such guarantee or indemnity to assign, dispo~~ne~~, convey, mortgage, pledge or charge the whole or any part of the undertaking, property, assets or revenue of the Company (present or future) including uncalled capital.
- 3.11. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures or other negotiable or transferable instruments.
- 3.12. To carry on (whether gratuitously or otherwise) trust and agency business of all kinds and in particular in relation to insurance and the investment, collection and receipt of money.
- 3.13. To pay all costs charges and expenses which the Company may lawfully pay of or incidental to the formation, registration and advertising of or raising money for the Company and generally remunerate any person or company by way of commission or otherwise for placing or guaranteeing the placing of any shares, debentures, debenture stock or other securities of the Company or for other services in relation to the issue of any share or loan capital of the Company.
- 3.14. To enter into contracts, agreements and arrangements with any other person, firm or company for the carrying out by such other person, firm or company on behalf of the Company of any of the objects for which the Company is formed.
- 3.15. To procure the co-operation of any subsidiaries of the Company, and any other companies in which the Company may be interested, with the Company or with one another, to do all such things and enter into promote and carry into effect all such arrangements as may be considered desirable with a view to the efficient, economical or profitable conduct of the business

of any such companies as aforesaid and to perform any services and undertake any duties for or on behalf of and in any other manner assist any such companies as aforesaid upon such terms as to remuneration (if any) as may be agreed.

- 3.16. To pay for any business, property or rights acquired or agreed to be acquired by the Company and generally to satisfy any obligation of the Company by the issue or transfer of shares in the Company or any other company credited as fully or partly paid up or of debentures or other securities of the Company or any other company.
- 3.17. To make known the products and services of the Company by such means as may seem expedient and in particular by any form of advertising whether in the press on the radio or on television, by films, by acquisition and exhibition of works of art or interest, by publication of books or periodicals, by granting prizes, awards or donations or otherwise.
- 3.18. To conduct research and development in connection with any business or proposed business of the Company and to apply for, or join in applying for, purchase or otherwise acquire and protect, prolong, and renew in any part of the world any patents, patent rights, brevets d'invention, licences, or other similar rights, protections or concessions which may be available to the Company and to use and manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.19. To apply for, promote and obtain or to subscribe to the expense of applying for, promoting and obtaining any Acts of Parliament, charters, privileges, concessions, licences or authorisations (provisional or otherwise) of any government, state, municipality, local authority or other regulatory body for any purpose which may seem expedient and to oppose or to subscribe to the expense of opposing any actions, steps, proceedings or applications which may directly or indirectly prejudice the interests of the Company or of its members.
- 3.20. To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights, privileges and concessions which may seem desirable in the interests of the Company and to carry out exercise and comply with any such charters, contracts, decrees, rights and to contribute to or pay any premiums in respect of privileges and concessions.
- 3.21. To establish and maintain, or procure the establishment and maintenance of, and to contribute to or pay any premiums in respect of any insurance, pension or superannuation funds (whether contributory or otherwise) or other schemes or arrangements in respect of the retirement, illness or death of any person, for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company or its holding company (if any) or any company which is a

subsidiary of or associated with the Company or any of the predecessors in business of the Company or any holding, subsidiary or associated company of the Company or who may be or have been directors or officers of the Company or of any such other company as aforesaid and the wives, widows, relatives and dependants (including such persons as the directors of the Company may deem to be dependants) of any such persons and to establish, maintain, subsidise and subscribe to any institutions, associations, societies, clubs, funds or trusts for the benefit of any such persons as aforesaid or otherwise 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 and to make payments for or towards the insurance of any such persons as aforesaid;

- 3.22. To pay, subscribe or guarantee money for charitable or benevolent purpose or for any exhibition or for any public general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 3.23. To purchase and maintain insurance for and for the benefit of any persons who are or were at any time directors, officers or employees of the Company or of any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company or any subsidiary undertaking (within the meaning of the Companies Act 1989) of the Company or who are or were at any time trustees of any pension fund or employer share ownership trust in which any employees of the Company or of any such other company or subsidiary undertaking are interested including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund or employer share ownership trust and to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability.
- 3.24. Subject to the provisions of any statute for the time being in force concerning companies and affecting the Company to establish, maintain and contribute to any employees' share scheme (as defined in any such statutes as aforesaid) or any other scheme or arrangement for the purchase of, or subscription for or holding of shares in the Company or in a holding company or subsidiary or subsidiary undertaking of the Company for the benefit of some or all of the employees or their relatives or dependants as the Company may decide and to lend money to any person, firm or company which is a participant, manager, trustee, or otherwise concerned with the operation of any such scheme or arrangement to enable them to purchase or subscribe for or otherwise acquire shares in the Company or in a holding company or subsidiary or subsidiary undertaking of the Company and to establish, maintain or contribute to any option or incentive scheme whereby some or all of the employees of the Company are given the opportunity of acquiring shares in the Company or in a holding company of the Company and to formulate and carry into effect any



scheme for sharing the profits of the Company with some or all of the employees.

- 3.25. To establish, maintain, join or contribute to any plan or scheme for encouraging or facilitating the regular (or other) investment of any dividends declared by the Company, or any other company, in the securities of the Company or any other company within such plan or scheme by or for the benefit of the shareholders of the Company or other persons within such plan or scheme and to discharge or contribute towards the discharge of the expenses of establishing or maintaining any such plan or scheme.
- 3.26. To establish or promote or concur in establishing or promoting any other company for the purpose of acquiring all or any of the assets and/or undertaking any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company and to place or guarantee the placing of, underwrite subscribe for or otherwise acquire all or any part of the shares debentures or other securities of any such company as aforesaid.
- 3.27. To dispose by any means of the whole or any part of the assets or undertaking of the Company.
- 3.28. To distribute among the members of the Company in specie any assets of the Company whether by way of dividend or upon a return of capital.
- 3.29. To give financial assistance directly or indirectly for the purpose of acquiring shares in the Company or any other company or to reduce or discharge any liability incurred for such purpose.
- 3.30. To do all or any of the above things in any part of the world whether as principal, agent, trustee, licensee, manager, contractor or otherwise and either alone or in conjunction with others and either by or through agents, trustees, sub-contractors or otherwise.
- 3.31. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and either upon the sole account of the Company or as agent, trustee, licensee, manager or contractor of or partner with any other person, firm or company.

AND IT IS HEREBY DECLARED FIRST that in this clause the word "company" except where used in reference to the Company shall be deemed to include any firm, partnership, association or other body of persons whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere; AND SECOND the objects specified in each of the paragraphs of this clause 3 shall be regarded as independent objects and accordingly shall not be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company and none of the objects specified in each of the paragraphs of this clause shall be deemed subsidiary or ancillary to any of the objects specified in any other paragraph, each of which may be carried out in as full a manner, and be construed in as wide a sense, as if each of the paragraphs defined the objects of the separate independent company.

4. The liability of the members is limited.
5. The share capital of the Company is £100 divided into 100 ordinary shares of £1 each.

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

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
 Dalglen Directors Limited Dalmore House 310 St Vincent Street GLASGOW G2 5QR	ONE
 Dalglen Secretaries Limited Dalmore House 310 St Vincent Street GLASGOW G2 5QR	ONE

Dated this 21st day of April 2004.

Witness to the above signatures:-

Catherine Feechan
Dalmore House
310 St Vincent Street
Glasgow
G2 5QR



267041
7

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

DALGLEN (NO. 924) LIMITED

CONSTITUTION

1.

- 1.1. The company is established as a private company within the meaning of the Companies Act 1985, and subject as hereinafter provided the Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company with the exception of Regulations 8, 24, 25, 26, 40, 42, 43, 46, 47, 64, 70, 73-80 (inclusive), 81, 85, 86, 89, 93, 94, 95 and 117 of Table A and save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 1.2. In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force. The last sentence of Regulation 1 of Table A is amended by deleting the words "but excluding any statutory modification thereof not in force when these regulations become binding on the Company".

SHARE CAPITAL

2. The share capital of the Company at the date of adoption of these Articles of Association is £100 divided into 100 Ordinary shares of £1 each.
3. (a) The directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the directors think proper.
- (b) The general authority conferred by paragraph (a) of this regulation shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on the fifth anniversary of the date of adoption of these Articles of

Association unless renewed, varied or revoked by the Company in General Meeting.

- (c) The directors shall be entitled under the general authority conferred by paragraph (a) of this regulation to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.
- (d) Section 89(1) of the Act shall not apply to any allotment of shares in the Company pursuant to the authority conferred by paragraph (a) of this regulation.

LIEN

- 4. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share but not for any other monies, indebtedness or liability. The Company's lien, if any, on a share shall extend to all dividends, distributions, repayments of capital or other amounts payable in respect of it.

TRANSFER OF SHARES

- 5. Subject as hereinafter provided, the directors may not decline to register the transfer of any share in the Company. They may refuse to register a transfer if: -
 - 5.1. it is lodged at a place other than the office or such other place as the directors may appoint for lodging transfers; or
 - 5.2. is not accompanied by the certificate for the shares to which it relates or by such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; or
 - 5.3. it is in respect of more than one class of shares; or
 - 5.4. it is in favour of more than four transferees; or
 - 5.5. it is in respect of a share over which the Company has a lien.
- 6. If the directors refuse to register a transfer of a share they shall within fourteen days after the date the transfer was lodged with the Company, send to the transferor and the transferee notice of the refusal.

PROCEEDINGS AT GENERAL MEETINGS

- 7. No business shall be transacted at any General Meeting unless a quorum of members is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. If the Company shall become a single member Company then, for so long as it shall have only one member, the quorum shall be one person entitled to vote on the business to be transacted,

being a member or a proxy for a member or a duly authorised representative of a corporation.

8. At any adjourned meeting of the Company held in accordance with Regulation 41 of Table A, if a quorum shall not be present within 15 minutes of the time appointed for the meeting, the meeting shall be dissolved.
9. The Chairman, if any, of the Board of directors, shall preside at every General Meeting, but if there is no Chairman of the Board of Directors or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman, the members present shall choose one of the directors, or if no director be present, or if all the directors present decline to take the Chair, they shall choose a member present to be Chairman of the Meeting.
10. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-
 - 10.1. at least two persons entitled to vote at the Meeting each being a member or a proxy for a member or a duly authorised representative of a corporation; or
 - 10.2. by a member or member's representing of at least ten per cent of the total voting rights of all the members (whether or not present at the Meeting) having the right to vote at the Meeting; or
 - 10.3. a member or members holding shares conferring a right to vote at the meeting and at which the aggregate sum paid up is not less than one tenth of the total sum paid up on all the shares conferring the right to vote;

An instrument appointing a proxy to vote at a meeting is deemed also to confer authority to demand or join in demanding a poll and for the purposes of this article a demand by a person as a proxy for a member is the same as a demand by the member.

- 11 Unless a poll is demanded in accordance with Article 10 above (and such demand is not withdrawn before the poll is taken), a declaration by the Chairman that the resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 12 In Regulation 48 of Table A the words "but only with the consent of the Chairman" shall be deleted.

DIRECTORS

13. The number of directors shall be not less than one and the quorum for the transaction of the business of the directors shall be one.
14. A director need not be a member of the Company but shall be entitled to receive notice of and to attend all General Meetings of the Company.

15. The office of a director shall be vacated:-
- 15.1 if by notice in writing to the Company he resigns the office of director;
 - 15.2 if he ceases to be a director in virtue of any provisions of the Act or becomes prohibited by law from being a director;
 - 15.3 if he becomes bankrupt or insolvent, or enters into any arrangement with his creditors; or
 - 15.4 if he becomes of unsound mind.

DIRECTORS INTERESTS

16. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of his interest, a director notwithstanding his office:-
- 16.1 may be a party to, or otherwise interested in, any existing or proposed transaction or arrangement with the company or in which the company is otherwise interested;
 - 16.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate in which the company is otherwise interested; and
 - 16.3 shall not, by reason of his office, be accountable to the company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
17. Subject to the provisions of the Act and provided he shall have declared his interest in the matter a director shall be entitled to vote and to be counted in the quorum at a meeting of the directors or of any committee of directors on any resolution concerning a matter on which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the Company. In relation to an alternate director the interest of his appointor shall be treated as the interest of the alternate in addition to any interest which the alternate may otherwise have.
18. For the purposes of Articles 16 and 17:-
- 18.1 a general notice to the directors that a director is a member of a specified firm or company and is to be regarded as interested in contracts which are made with the company or firm after the date of the notice shall be deemed to be a sufficient disclosure of his interest in relation to the contract;
 - 18.2 a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the

director has an interest in any transaction or arrangement with the persons specified in the notice; and

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

19. A director may act himself, or by a firm or company in which he is interested (as a partner, member, director or otherwise) in a professional capacity for the Company, and he or such firm or company shall be entitled to remuneration for professional services as if he were not a director.

POWERS AND DUTIES OF DIRECTORS

20. Subject to the provisions of the Act, the Memorandum and Articles of the Company, and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company.
21. Without prejudice to any other provisions of these Articles the directors shall have power to purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any other company in which the Company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking (within the meaning of the Companies Act 1989) of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.

PROCEEDINGS OF DIRECTORS

22. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
23. Any director may participate in a meeting of the directors or a committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other and subject to the provisions of these Articles the meeting shall constitute a meeting of the directors or a committee of the directors as the case may be. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall

be deemed to take place where the largest group of those participating is assembled, or, if there is no such group where the Chairman of the meeting then is.


WINDING UP


24. If the Company shall be wound up the liquidator may with the sanction of an extraordinary resolution, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, and subject to the sanctions contained in the Insolvency Act 1986, value assets and determine how the division will be carried out as between the members or different classes of members.

INDEMNITY

25. Subject to the provisions of the Act every director auditor secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs charges losses expenses and liabilities incurred by him (otherwise than as a result of his own negligence or default) in the execution and discharge of his duties in relation thereto. Regulation 118 of Table A shall be extended accordingly.

Names and Addresses of Subscribers


Dalglen Directors Limited
Dalmore House
310 St Vincent Street
GLASGOW
G2 5QR


Dalglen Secretaries Limited
Dalmore House
310 St Vincent Street
GLASGOW
G2 5QR

Dated this 21st day of April 2004.

Witness to the above signatures:-

Catherine Feechan
Dalmore House
310 St Vincent Street
Glasgow
G2 5QR


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