

No. 164213

THE COMPANIES ACTS 1985, 1989 and 2006

PUBLIC COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

WESTCITY PLC

**(Adopted by Special Resolution
passed on 6 September 1996 and as amended
by Special Resolutions passed on
28 May 1999, 7 September 2001, 1 July 2002 and 16 September 2009)**

Table of Contents

1.	Preliminary	1
2.	Interpretation	1
3.	Business	3
4.	Authorised share capital	3
6.	Conditions of issue of unissued or new shares	3
7.	No financial assistance for purchase of shares	4
8.	Authority of board to allot shares	4
9.	Power to pay commissions	4
10.	Receipt of joint holders	5
11.	Trusts not recognised.....	5
12.	Redeemable shares	5
13.	Purchase of own shares	5
14.	Right to certificates	5
15.	Sealing of certificates	6
16.	Joint holders	6
17.	Renewal of certificates	6
18.	Share warrants.....	6
19.	Making of calls	6
20.	Interest on unpaid calls	7
21.	Sums payable on allotment.....	7
22.	Difference in calls.....	7
23.	Payments in advance of calls	7
24.	Calls to be paid before exercising member's rights	8
25.	Notice to pay calls	8
26.	Contents of such notice	8
27.	Forfeiture or surrender or non-compliance with notice.....	8
28.	Disposal of forfeited or surrendered share	8
29.	Liability in respect of forfeited or surrendered share	8
30.	Company's lien.....	9

31.	Sale of shares subject to lien	9
32.	Application of proceeds of sale	9
33.	Evidence of title to shares forfeited. Surrendered or sold by the company.....	9
34.	General requirements for transfer	10
35.	Execution of transfer	10
36.	Board's power to refuse registration	10
37.	Notice of refusal to register	11
38.	Transfer and other registration fees.....	11
39.	Closing of register	11
40.	Retention and destruction of transfers.....	11
41.	Renunciation of allotment	11
42.	Transmission on death.....	12
43.	Election as to registration on transmission	12
44.	Rights to persons entitled on transmission.....	12
45.	Disclosure of interests in shares	12
46.	Power to convert shares into stock	15
47.	Transfer of stock	15
48.	Rights of shareholders	15
49.	Power to increase capital.....	16
50.	Provisions applicable to new shares.....	16
51.	Consolidation, cancellation and subdivision of shares	16
52.	Reduction of capital.....	16
53.	Provisions as to consolidation of shares.....	16
54.	Provisions applicable to alterations of capital	17
55.	Modification of class rights.....	17
56.	Annual general meeting	17
57.	Extraordinary general meetings.....	18
58.	Convening of extraordinary general meetings	18
59.	Requisition to state business	18
60.	Notice of general meetings	18

61.	Short notice	18
62.	Duty to inform members on requisition	19
63.	Omission or non-receipt of notice	19
64.	Special business	19
65.	Special notice	19
66.	Quorum	19
67.	Chairman.....	19
68.	Dissolution or adjournment in absence of quorum	20
69.	Procedure for adjournment	20
70.	Recording of resolutions and qualification to demand a poll	20
71.	Taking of poll	20
72.	Chairman's casting vote	21
73.	Chairman to rectify voting errors.....	21
74.	Continuance of meeting after poll demanded.....	21
75.	Written resolutions	21
76.	Voting rights	21
77.	Votes of incapacitated members	22
78.	Votes of joint holders.....	22
79.	Voting qualifications	22
80.	Proxies	22
81.	Voting where more than one proxy appointed	22
82.	Execution of proxy instrument.....	23
83.	Validity of proxy's vote	23
84.	Demand of poll by proxy	23
85.	Deposit of proxy instruments	23
86.	Form of proxy instrument	23
87.	Circulation of proxy forms	23
88.	Representation of corporations at meetings.....	24
89.	Number of directors.....	24
90.	Appointment of directors by board	24

91.	Powers of directors when inquorate	24
92.	No directors share qualification	24
93.	Directors remuneration	24
94.	Directors expenses	25
95.	Special remuneration	25
96.	Holding of other offices by directors	25
97.	Directors interests in contracts with the company	25
98.	Directors interests in other companies	25
99.	Declaration of directors interests	26
100.	Limitation on voting of interested directors	26
101.	Appointment, retirement and termination of appointment of managing and other executive directors, remuneration and policies of executive directors.....	27
102.	General powers of directors.....	28
103.	Local boards/committees	28
104.	Attorneys	29
105.	Foreign seal	29
106.	Pensions, Employees schemes etc.....	29
107.	Execution of negotiable instruments.....	30
108.	Power to borrow money and give security and restriction of borrowings.....	30
109.	Power to mortgage and grant other securities.....	31
110.	Vacation of office by directors	31
111.	Retirement and submission for re-election of directors	32
113.	Reappointment of retiring directors.....	32
114.	Eligibility for election as director	32
115.	Increase in number of directors	32
116.	Removal of directors	33
117.	Resolutions appointing directors.....	33
118.	Directors reaching the age of seventy	33
119.	Board meetings	33
120.	Notice of board meetings	33

121. Votes at board meetings	34
122. Chairman.....	34
123. Committees	34
124. Validity of directors acts notwithstanding formal defects	34
125. Minutes	34
126. Resolution in writing	35
127. Alternate directors	35
128. Secrecy	35
129. Affixing of the seal	36
130. Secretary	36
131. Powers of other officers to act	36
132. Authentication of documents.....	37
133. Registers	37
134. Payment of dividends.....	37
135. Apportionment of dividends	37
136. Declaration of dividends and interim dividends	38
137. Record date.....	38
138. Payment of dividends in specie	38
139. Scrip dividend.....	38
140. Method of payment of dividends.....	40
141. Deductions from dividends.....	40
142. Unclaimed dividends	40
143. Withholding of dividends	40
144. Reserves	41
145. Power to capitalise profits	41
146. Procedure on capitalisation of reserves.....	41
147. Keeping of accounts.....	42
148. Inspection of accounts	42
149. Statutory obligations as to accounts	42
150. Circulation of accounts.....	42

151.	Accuracy of accounts	43
152.	Annual audit	43
153.	Auditors	43
154.	Sale of shares of untraced shareholders	43
155.	Service of notices on members.....	44
156.	Notices to joint holders.....	45
157.	Address for service of notices	45
158.	Service of notices on company.....	45
159.	Date of service	46
160.	Notices to dead or bankrupt members.....	46
161.	Power to stop sending notices to untraced shareholders.....	47
162.	Publication of notices in newspapers.....	47
163.	Postal strikes	47
164.	Winding up	47
165.	Indemnification of directors and other officers	48

No. 164213

THE COMPANIES ACTS 1985, 1989 AND 2006

PUBLIC COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

WESTCITY PLC

**(Adopted by Special Resolution
passed on 6 September 1996 and as amended
by Special Resolutions passed on
28 May 1999, 7 September 2001, 1 July 2002 and 16 September 2009)**

INTRODUCTION

1. PRELIMINARY

The following regulations shall be the Articles of Association of the Company and save for such regulations no regulation or article prescribed by or pursuant to any statute concerning companies shall apply to the Company.

2. INTERPRETATION

In these Articles the following words shall bear the following meanings if not inconsistent with the subject or context:

“the Act” means the Companies Act 1985 as amended by the Companies Act 1989;

“Address” has the meaning given to it in Section 1148 of the Companies Act 2006;

“these Articles” means these Articles of Association as herein contained or as from time to time altered;

“the Auditors” means the auditors for the time being of the Company;

“the Board” means the board of Directors of the Company or the Directors present at a duly convened meeting of Directors at which a quorum is present or a fully authorised committee of the Directors.

“Business Day” means any day which is not a Saturday, Sunday, Christmas Day, Good Friday or a bank holiday in England under the Banking and Financial Dealings Act 1971;

“Clear Days” means in relation to a period of notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

“the Company” means Westcity PLC;

“the Directors” means the directors for the time being of the Company;

“Electronic Form” and “Electronic Copy” has the meaning given to it in Section 1168 of the Companies Act 2006;

“Electronic Means” has the meaning given to it in Section 1168 of the Companies Act 2006;

“General Meeting” or “Meeting” means a general meeting of the Members of the Company;

“the Group” means the Company and any company which is for the time being its holding company and any company which is for the time being a subsidiary of the Company or of such holding company;

“Hard Copy Form” and “Hard Copy”: the meaning given to it in Section 1168 of the Companies Act 2006;

“Member” means in respect of any share in the Company the person or person named for the time being in the Register as the holder(s) thereof;

“Month” means calendar month;

“the Office” means the registered office for the time being of the Company, or in the case of sending or supplying documents or information by Electronic Means, the address specified by the Board for the purpose of receiving documents or information by Electronic Means;

“Paid Up” means paid up and/or credited as paid up;

“the Prescribed Rate” means an annual rate of interest equal to two per cent above the base Lending Rate (or any equivalent thereof or successor thereto) published from time to time by Lloyds Bank PLC in London being the Base Lending Rate in effect at the close of business in London on the day immediately preceding the day on which such rate falls to be determined;

“the Register” means the register of Members of the Company;

“the Seal” means the common seal of the Company and, as appropriate, any official seal kept by the Company by virtue of Section 40 of the Act;

“the Secretary” means the Secretary of the Company and (subject to the provisions of the Act) any joint assistant or deputy secretary and any person appointed by the Directors to perform any of the duties of the secretary;

“the Statutes” means the Act, the Companies Act 1989 and the Companies Act 2006 and every other act in England and Wales for the time being in force concerning companies and affecting the Company;

“Sterling” means the lawful currency of the United Kingdom;

“The Stock Exchange” means London Stock Exchange Limited;

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

“In Writing” means written, printed, lithographed, or photographed or visibly expressed in all or any of these or any other modes of representing or reproducing words;

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

The expressions “share” and “shareholder” shall include stock and stockholder. The expressions “debenture” and “debenture holder” shall include debenture stock and debenture stockholder.

Subject as aforesaid, any words or expressions defined in the Statutes shall (except where the subject or context otherwise requires) bear the same meaning in these Articles.

References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment for the time being in force.

References to “Sections” are references to sections of the Act and references to Articles are references to Articles of these Articles.

The headings contained in these Articles are included for convenience only and shall not affect the construction of these Articles.

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

3. **BUSINESS**

Any branch or kind of business which, by the Memorandum of Association of the Company or these Articles, is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Company at such time as the Board shall think fit and further, may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

SHARE CAPITAL

4. **AUTHORISED SHARE CAPITAL**

The authorised share capital is £4,389,920 divided into 438,991,964 Ordinary Shares of 1p each (“Ordinary Shares”).

5. *[intentionally blank]*

6. **CONDITIONS OF ISSUE OF UNISSUED OR NEW SHARES**

6.1 Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be modified, varied or abrogated except with such

consent or sanction as is provided for by Article 55), any share in the Company (whether forming part of the present capital or not) may be issued with such preferred, deferred, or other special rights, or subject to such conditions or restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by ordinary resolution direct, or failing such direction (but in the case of unclassified shares only) as the Board may determine.

- 6.2 The Company shall if required in accordance with Section 128 within one month from allotting shares, deliver to the Registrar of Companies a statement in the prescribed form containing particulars of special rights. Where the equity capital of the Company includes shares with different voting rights, the designation of each class of shares other than those with the most favourable voting rights will include the words "restricted voting" or "limited voting".
- 6.3 Any preference share may be issued on the terms that it is, or at the option of the Company is to be liable to be redeemed subject to the provisions of the Statutes, on such terms and in such manner as may be provided.

SHARES

7. NO FINANCIAL ASSISTANCE FOR PURCHASE OF SHARES

Save as expressly permitted by Sections 151 to 154 or otherwise by the Statutes, the Company shall not give financial assistance, whether directly or indirectly, for the purpose of the acquisition of any share in the Company or its holding company (if any) or for reducing or discharging any liability incurred for the purpose of any such acquisition.

8. AUTHORITY OF BOARD TO ALLOT SHARES

Subject to the Act and to the authority of the Company in General Meeting required by the Act, the Directors shall have unconditional authority to allot, grant options over, offer or otherwise deal with or dispose of any share of the Company to such persons, at such times and generally on such terms and conditions as the Directors may determine.

9. POWER TO PAY COMMISSIONS

The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Statutes. Any such commission or brokerage may be satisfied in fully paid shares in the Company, in which case Sections 97 and 98 shall be complied with. In addition to all other powers of paying commissions, the Company (or the Board on behalf of the Company) may exercise the powers conferred by the Statutes of applying its shares or capital moneys in paying commissions to persons subscribing or procuring subscriptions for shares of the Company or agreeing so to do, whether absolutely or conditionally. Provided that the rate per cent, or the amount of the commission paid, or agreed to be paid shall be disclosed in the manner required by the Statutes and shall not exceed 10 per cent, of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also, on any issue of shares, pay such brokerage as may be lawful.

10. RECEIPT OF JOINT HOLDERS

If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividend or other moneys payable in respect of such share.

11. TRUSTS NOT RECOGNISED

The Company shall keep the Register and such other registers and associated indices in relation to its Members as may be required by the Statutes and shall maintain such registers and indices in accordance with the Statutes. Save as required by the Statutes or provided by these Articles or otherwise required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or required to recognise any equitable, contingent, future or partial interest in any share or (except only as by these Articles otherwise expressly provided or as by the Statutes required or pursuant to an order of Court) any right whatsoever in respect of any share, other than an absolute right to the entirety thereof in the registered holder.

12. REDEEMABLE SHARES

Subject to the provisions of the Statutes, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or of the shareholder.

13. PURCHASE OF OWN SHARES

Subject to the provisions of the Statutes, the Company may, with the authority of such ordinary or special resolution as may be required by the Statutes, purchase its own shares (including any redeemable shares) or enter into such agreement (contingent or otherwise) in relation to the purchase of its own shares on such terms and in such manner as may be approved by such resolution and permitted by the Statutes provided that no purchase by the Company of its own shares will take place unless it has been sanctioned by the holders of any class of shares in the capital of the Company in accordance with Article 55 and provided further that, where the Company has issued any convertible shares, no purchase by the Company of its own shares will take place unless it has been sanctioned by an extraordinary resolution passed at a separate class meeting of the holders of each class of convertible shares in the capital of the Company.

CERTIFICATES**14. RIGHT TO CERTIFICATES**

Every Member shall without payment be entitled to receive within two months after the allotment of shares to him or lodgement of a transfer of shares to or by him (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class registered or remaining registered in his name. Provided that in the case of joint holders, the Company shall not be bound to issue more than one certificate to all the joint holders and delivery of such certificate to any one of them shall be sufficient delivery to all. Where part of the shares comprised in a certificate are transferred, the Member transferring shall be entitled, without payment, to a certificate for the balance thereof. Shares of different classes may not be included in the same certificate. Unless the Board otherwise determines, no definitive certificate shall be issued in respect of shares held by a stock exchange nominee (as defined in Section 185).

15. SEALING OF CERTIFICATES

Every certificate shall specify the number, class and distinctive numbers (if any) of the shares to which it relates and the amount paid up thereon and otherwise may be issued and authenticated in such manner as the Board may consider appropriate.

16. JOINT HOLDERS

If and so long as all the issued shares of a particular class are fully Paid Up and rank pari passu for all purposes, then none of those shares shall be distinguished by a denoting number. A Member may require more than one certificate in respect of the shares held by him in the capital of the Company for the time being on the payment of such sum not exceeding 20p for each additional certificate as the Board may determine, Provided that no Member shall be entitled to more than one certificate in respect of any one share held by him. The Company shall not be bound to register more than four persons as the joint holders of any share or shares (except in the case of executors or trustees of a deceased member).

17. RENEWAL OF CERTIFICATES

If any such certificate is worn out, defaced, destroyed or lost, it may be replaced by a new certificate, without payment, on such evidence being produced as the Board may require and, in the case of wearing out or defacement, on delivery up of the old certificate and, in the case of destruction or loss, on execution of such indemnity (if any) as the Board may require. The Company shall be entitled to destroy any old certificate which has been replaced.

SHARE WARRANTS

18. SHARE WARRANTS

18.1 The Company with respect to Paid Up Ordinary Shares may issue warrants ("Share Warrants") stating the bearer is entitled to the Ordinary Shares therein specified, and may provide by coupons or otherwise for the payment of future dividends or other monies or for the exercise of rights on or in respect of the Ordinary Shares included in such warrants. The Company shall comply with the provisions of the Act with respect to the details required to be maintained in respect of the issue of Share Warrants.

18.2 A Share Warrant shall entitle the bearer thereof to the Ordinary Shares included in it, and such Ordinary Shares may be transferred by the delivery of the Share Warrant, and the provisions of these Articles with respect to the issue of certificates for, or the transfer and transmission of, shares shall not apply to Ordinary Shares for which Share Warrants have been issued. The Company in general meeting shall have power to determine to what extent the bearer of a Share Warrant shall be deemed to be a member of the Company. No new Share Warrants will be issued to replace one that has been lost, unless the Company is satisfied beyond reasonable doubt that the original has been destroyed.

CALLS ON SHARES

19. MAKING OF CALLS

19.1 The Board may, subject to the provisions of these Articles and to any conditions of issue, from time to time make such calls upon the Members in respect of all moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) as it

thinks fit. Provided that fourteen Clear Days' notice at least is given of each call, and each Member shall be liable to pay the amount of every call so made upon him to the persons and at the times and places appointed by the Board.

- 19.2 A call may be made payable by instalments.
- 19.3 A call shall be deemed to have been made as soon as the resolution of the Board authorising such call shall have been passed and an entry in the Minute Book of a resolution of the Board making the call shall be conclusive evidence of the making of the call.
- 19.4 A call may be revoked or postponed as the Board may determine.
- 19.5 The joint holders of a share shall be jointly and severally liable to pay all calls and instalments in respect thereof.

20. **INTEREST ON UNPAID CALLS**

If on the day appointed for payment thereof, a call or instalment payable in respect of a share is not paid, the person from whom the amount of the call is due shall pay interest on such amount at the Prescribed Rate, from the day appointed for payment thereof to the date of actual payment, but the Board shall have the power to waive payment of or remit such interest or any part thereof.

21. **SUMS PAYABLE ON ALLOTMENT**

Any sum which by the terms of issue of a share is made payable upon allotment or at any fixed date, whether on account of the amount of the share or by way of premium, shall for all purposes of these Articles be deemed to be a call duly made and payable on the date fixed for payment and in case of non-payment, the provisions of these Articles as to payment of interest, and expenses forfeiture and the like and all other relevant provisions of the Statutes or of these Articles, shall apply as if such sum were a call duly made and notified as hereby provided.

22. **DIFFERENCE IN CALLS**

The Board may make arrangements upon the issue of shares for different conditions to apply as between the holders of such shares either as to the amount of calls to be paid or the time of payment of such calls with respect to such shares or both.

23. **PAYMENTS IN ADVANCE OF CALLS**

The Board may receive from any Member willing to advance the same, all or any part of the moneys due upon his shares beyond the sums actually called up thereon and upon all or any of the moneys so advanced, the Board may (until the same would, but for such advance, become presently payable) pay or allow such interest (not exceeding, without the consent of a General Meeting, the Prescribed Rate) as may be agreed between it and such Member, in addition to the dividend payable upon such part of the shares in respect of which such advance has been made as is actually called up. No sum paid up in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared in respect of any period prior to the date upon which such sum would but for such payment become presently payable.

24. CALLS TO BE PAID BEFORE EXERCISING MEMBER'S RIGHTS

No Member shall be entitled to receive any dividend or to be present or vote at any Meeting or upon a poll or to exercise any right or privilege as a Member, until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses in respect of such calls.

FORFEITURE**25. NOTICE TO PAY CALLS**

If a Member or person entitled to a share by transmission upon the death or bankruptcy of a Member fails to pay in full any call or instalment of a call on or before the day appointed for payment thereof, the Board may at any time thereafter serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest and expenses which may have accrued,

26. CONTENTS OF SUCH NOTICE

The notice shall name a further day (not being less than fourteen days from the date of service of the notice) on or before which, and the place where, the payment required by the notice is to be made and shall state that in the event of non-payment in accordance therewith, the shares on which the call was made will be liable to be forfeited.

27. FORFEITURE OR SURRENDER OR NON-COMPLIANCE WITH NOTICE

If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. The Board may accept a surrender of any share liable to be forfeited hereunder, in lieu of forfeiture and the provisions of these Articles shall apply to any share so surrendered as if it had been forfeited.

28. DISPOSAL OF FORFEITED OR SURRENDERED SHARE

Subject to the provisions of the Statutes, a share so forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was before such forfeiture or surrender, the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Board shall think fit. At any time before a sale, re-allotment or disposal, the forfeiture or surrender may be cancelled on such terms as the Board may think fit. The Board may, if necessary, authorise some person to transfer a forfeited or surrendered share to any such other person as aforesaid.

29. LIABILITY IN RESPECT OF FORFEITED OR SURRENDERED SHARE

A Member whose shares have been forfeited or surrendered shall cease to be a Member in respect of such shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares with interest thereon at the Prescribed Rate.

LIEN

30. **COMPANY'S LIEN**

The Company shall have a first and paramount lien upon every share (not being a share which is fully Paid Up) registered in the name of any Member, either alone or jointly with any other person, for his or his estate's debts, liabilities and engagements, whether solely or jointly with any other person, to or with the Company in respect of that share, whether the period for the payment, fulfilment or discharge thereof shall have actually arrived or not. Such lien shall extend to all dividends from time to time declared or other moneys paid in respect of every such share but the Board may at any time declare any share to be exempt, wholly or partially, from the provisions of this Article.

31. **SALE OF SHARES SUBJECT TO LIEN**

For the purposes of enforcing such lien the Company may sell, in such manner as the Board thinks fit, any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen Clear Days after a notice in Writing, stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the share or the person entitled thereto by transmission in consequence of death or bankruptcy and no payment shall have ensued.

32. **APPLICATION OF PROCEEDS OF SALE**

The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof.

33. **EVIDENCE OF TITLE TO SHARES FORFEITED. SURRENDERED OR SOLD BY THE COMPANY**

A statutory declaration in Writing that the declarant is the Secretary or a Director and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share and such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings with reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

34. GENERAL REQUIREMENTS FOR TRANSFER

- 34.1 Subject to the conditions and restrictions contained in these Articles, any Member may transfer all or any of his shares by instrument of transfer but not more than one class of shares shall be transferred by one instrument of transfer.
- 34.2 Every transfer must be in Writing in the usual common form or in such other form as the Board may approve, duly stamped (if so required by law), and must be lodged at the office of the Registrars of the Company for the time being accompanied by the certificate of the shares to be transferred (save in the case of a transfer by a stock exchange nominee to whom no certificate was issued) and such other evidence as the Board may reasonably require to prove the title of the intended transferor.
- 34.3 Notwithstanding Article 34.2, the Board may adopt procedures for recording, transferring and evidencing title to its shares without a written instrument Provided that such procedures shall be in accordance with the Statutes and regulations made pursuant thereto.

35. EXECUTION OF TRANSFER

The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of a share which is fully Paid Up) by or on behalf of the transferee but need not be under seal. The transferor shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the Register in respect thereof.

36. BOARD'S POWER TO REFUSE REGISTRATION

- 36.1 The Board may, in its absolute discretion and without assigning any reason, refuse to register a transfer of any share (not being a share which is fully Paid Up) to a person of whom it does not approve Provided That such refusal does not prevent dealings in the shares from taking place on an open and proper basis and it may also refuse to register any transfer of any share to more than four joint holders and any transfer of any share (not being a share which is fully Paid Up) on which the Company has a lien. No transfer of any share shall be registered if made in favour of an infant, a person in respect of whom a receiving order or adjudication order in bankruptcy has been made which remains undischarged or a person who is then suffering from mental disorder and where any of the events specified in Article 110 have occurred in relation to him.
- 36.2 Subject to Article 45.2, the Board may, in its absolute discretion, refuse to register any transfer of shares which does not appear to it to be a transfer pursuant to an arm's length sale (as defined in Article 45.6) and which relates to shares held by a Member in relation to which he or any other person appearing to be interested in such shares has been duly served with a notice under Section 212 (or under any other statutory provision or provision of these Articles for the time being in force enabling the Company by notice in writing to require any persons to give any information regarding those shares).

37. NOTICE OF REFUSAL TO REGISTER

If the Board refuses to register a transfer of any share it shall within two months after the date on which the transfer was lodged with or notified to the Company send to the transferee notice of the refusal, as required by Section 183(5).

38. TRANSFER AND OTHER REGISTRATION FEES

No fee shall be charged for registration of a transfer, probate, letters of administration, certificate of marriage or death, stop notice, power of attorney or other document relating to or affecting the title to any share or for making any entry in the Register affecting the title to any share.

39. CLOSING OF REGISTER

Subject to the provisions of Section 358, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine Provided that the Register shall not be closed for more than thirty days in any year.

40. RETENTION AND DESTRUCTION OF TRANSFERS

All instruments of transfer which are registered may be retained by the Company but any instrument of transfer which the Board refuses to register shall (except in case of fraud) be returned to the person depositing the same. Subject as hereinbefore provided, the Company shall be entitled to destroy all instruments of transfer of shares and other supporting documents which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notification of changes of address or name and all registered share certificates which have been cancelled at any time after the expiration of one year from the date of cancellation thereof and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every share certificate so destroyed was a valid certificate duly and properly cancelled Provided that:

- 40.1 the provisions aforesaid shall apply only to the destruction of documents in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant;
- 40.2 nothing herein contained shall be construed as imposing on the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso 40.1 above are not fulfilled; and
- 40.3 references herein to the destruction of any document include references to the disposal thereof in any manner.

41. RENUNCIATION OF ALLOTMENT

Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES

42. TRANSMISSION ON DEATH

In case of the death of a Member, the survivor or survivors (where the deceased was a joint holder) and the executors or administrators of the deceased (where he was a sole or only surviving holder) shall be the only persons recognised by the Company as having any title to his interest in the shares but nothing in these Articles shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

43. ELECTION AS TO REGISTRATION ON TRANSMISSION

Any person becoming entitled to a share in consequence of the death or bankruptcy of a Member may, upon such evidence as to title being provided as may from time to time be required by the Board and subject as hereinafter provided, either be registered himself as holder of the share upon giving to the Company notice in writing of his desire to such effect or transfer such share to some other person. All the limitations, restrictions and provisions of these presents relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member.

44. RIGHTS TO PERSONS ENTITLED ON TRANSMISSION

Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a Member shall (upon supplying to the Company such evidence as the Board may reasonably require as to his title to the share) be entitled to receive, and may give a discharge for, all benefits arising or accruing on or in respect of the share and the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not be entitled in respect thereof to exercise any rights conferred by membership in relation to Meetings until he shall have been registered as a Member in respect of the share Provided always that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if within 60 days the notice is not complied with, such person shall be deemed to have elected to be registered as a Member in respect thereof and may be registered accordingly.

DISCLOSURE OF INTERESTS IN SHARES

45. DISCLOSURE OF INTERESTS IN SHARES

- 45.1 No Member shall, unless the Board otherwise determines, be entitled in respect of any share or shares held by him to vote (either in person or by representative or proxy) at any General Meeting or at any separate meeting of the holders of any class of shares or to exercise any other right conferred by membership in relation to any such Meeting of the Company, if he or any other person appearing to be interested in such share or shares has been duly served with a notice under Section 212 (or under any other statutory provision or provision of these Articles for the time being in force enabling the Company by notice in Writing to require any persons to give any information regarding that share or those shares) which requires him or such other person to give information to the Company in accordance with such Section or provision and:

- 45.1.1 he or any such person is in default in supplying to the Company the information thereby required within (i) 14 days after service of the notice (or such longer period as may be specified in such notice) if the shares specified in such notice represent at least 0.25 per cent, of the shares of the class to which such shares belong in issue on the date of service of such notice, or (ii) 28 days after service of the notice (or such longer period as may be specified in such notice) in any other case; or
- 45.1.2 in purported compliance with such notice, he or any such person has made a statement which in the opinion of the Board is false or misleading in any material particular (and in the latter case, he or any such person has failed to correct such statement within a further period of 14 days after service of a further notice in Writing requiring him so to correct it).

The Board may at any time restore the aforementioned entitlement of the Member by notice in Writing to such Member and shall restore such entitlement when the said notice under Section 212 (or as otherwise provided in this Article) has been complied with in respect of all the shares to which such notice related.

- 45.2 The Board may, in its absolute discretion, refuse pursuant to Article 36.2 to register any transfer of shares which does not appear to it to be a transfer pursuant to an arm's length sale and which relates to shares held by a Member in relation to which he or any other person appearing to be interested in such shares has been duly served with a notice under Section 212 (or under any other statutory provision or provisions of these Articles for the time being in force enabling the Company by notice in Writing to require any person to give any information regarding those shares) which requires him or such other person to give information to the Company in accordance with such Section or provision and:

- 45.2.1 he or any such person is in default in supplying to the Company the information thereby required within 14 days after service of the notice (or such longer period as may be specified in such notice); or
- 45.2.2 in purported compliance with such notice, he or any such person has made a statement which in the opinion of the Board is false or misleading in any material particular (and in the latter case has failed to correct such statement within a further period of 14 days after service of a further notice in Writing requiring him so to correct);

Provided that the shares specified in such notice represent at least 0.25 per cent, of the shares of the class to which such shares belong in issue on the date of service of such notice.

Any notice served pursuant to this Article 45.2 shall contain a statement to the effect that upon failure to supply such information before the expiry of a period specified in such notice (being not less than 14 days from the date of service of such notice) the Board may, in its absolute discretion, refuse to register any transfer of such shares which does not appear to it to be a transfer pursuant to an arm's length sale.

The restrictions on transfer provided by Article 36.2 shall take effect only upon the service on the registered holder of the shares in question of a notice to the effect that he has thereby become subject to the said restrictions and such restrictions shall only apply until 7 days after the Directors are satisfied that the default in respect of which the notice served pursuant to this Article 45.2 was issued no longer continues but shall cease to have effect if the Board is satisfied that such shares have been acquired by a new beneficial owner following an arm's length sale if this is the earlier.

45.3 The Board may, in its absolute discretion, withhold pursuant to Article 143 the payment of any dividend to a Member in respect of any shares held by him in relation to which he or any other person appearing to be interested in such shares has been duly served with a notice under Section 212 (or under any other statutory provision or provision of these Articles for the time being in force enabling the Company by notice in Writing to require any persons to give any information regarding those shares) which requires him or such other person to give information to the Company in accordance with such Section or provision and:

45.3.1 he or any such person is in default in supplying to the Company the information thereby required within 14 days after service of the notice (or such longer period as may be specified in such notice); or

45.3.2 in purported compliance with such notice, he or any such person has made a statement which in the opinion of the Board is false or misleading in any material particular (and in the latter case has failed to correct such statement within a further period of 14 days after service of a further written notice requiring him so to correct);

Provided that the shares specified in such notice represent at least 0.25 per cent, of the shares of the class to which such shares belong in issue on the date of such notice.

Any notice served pursuant to this Article 45,3 shall contain a statement to the effect that upon failure to supply such information before the expiry of a period specified in such notice (being not less than 14 days from the date of service of such notice) the Board may, in its absolute discretion, withhold the payment of any dividend in respect of any such shares held by him and the person on whom such notice was served fails to supply such information within the period so specified.

The withholding provisions of Article 143 shall take effect only upon service on the registered holder of the shares in question of a notice to the effect that he has thereby become subject to the said withholding provisions and such provisions shall only apply until 7 days after the Directors are satisfied that the default in respect of which the notice served pursuant to this Article 45.3 was issued no longer continues but shall cease to have effect if the Board is satisfied that such shares have been acquired by a new beneficial owner following a arm's length sale if this is the earlier.

The Board may at any time restore the aforementioned entitlement of the Member by notice in Writing to such Member and shall restore such entitlement when the said notice under Section 212 (or as otherwise provided in this Article) has been complied with in respect of all the shares to which such notice related.

45.4 The Board shall be entitled to serve a notice under Section 212 which fulfils all or any of the requirements set out in any of Articles 45.1, 45.2 or 45.3 above (as the case may be) on a person who is not the registered holder of shares in the Company, only if the registered holder of the shares in question has previously been, or is simultaneously with the service of such a notice, served by the Company with a notice under the said Section 212. The Board shall not be required to serve separate notices for the purposes of Articles 45.1,45.2 or 45.3 and, subject to the other provisions of this Article 45, it may serve a notice in respect of all or any of the said Articles which shall be effective for the purposes of Articles 45.1,45.2 or 45.3 (as the case may be). Notwithstanding the foregoing, the Company shall be entitled to serve separate notices at such times as it so chooses in respect of Articles 45.1, 45.2 and 45.3.

45.5 For the purposes of this Article 45, a person shall be treated as appearing to be interested in any shares if (after taking into account any information supplied in response to any notice

under Section 212 and any other information) the Board knows or has reasonable cause to believe that the person in question is or may be interested in the shares.

- 45.6 For the purpose of this Article 45 and Article 36.2 a sale shall be regarded as being an “arm's length sale” if it is on a recognised investment exchange as defined for the purposes of the Financial Services Act 1986 or it is on any Stock Exchange outside the United Kingdom on which the Company's shares are listed or regularly traded and the restrictions on transfer provided by Article 36.2 and Article 45.2 shall not apply where such transfer arises from acceptance of a takeover offer as defined in Section 14 of the Companies Securities (Insider Dealing) Act 1985.
- 45.7 Shares issued in respect of shares which are for the time being not entitled to vote at a General Meeting pursuant to this Article or to receive dividends pursuant to this Article and Article 140 shall on issue become subject to the same restriction.
- 45.8 The Company is not, by virtue of anything done for the purposes of this Article, to be affected by notice of, or put on enquiry as to the rights of any person in relation to, any shares.
- 45.9 The provisions of this Article 45 shall be in addition and without prejudice to the provisions of the Statutes and nothing done by the Company pursuant to this Article 45 or Articles 36.2 or 143 shall prejudice the Company's rights under the same.

STOCK

46. POWER TO CONVERT SHARES INTO STOCK

The Company may, from time to time, by ordinary resolution, convert all or any of its fully Paid Up shares into stock, and may from time to time, in like manner, convert any stock into fully Paid Up shares of any denomination. No such conversion shall affect or prejudice any preference or other special privilege.

47. TRANSFER OF STOCK

When any shares have been converted into Stock, the several holders of such stock may transfer their respective interests therein, or any part of such interests, in such manner as the Company by ordinary resolution directs but in default of any such direction, in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances will admit. The Board may from time to time fix the minimum amount of stock transferable Provided that such minimum shall not exceed the nominal amount of each of the shares from which the stock arose.

48. RIGHTS OF SHAREHOLDERS

The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at General Meetings and other matters and be subject to the same provisions of these Articles as if they held the shares from which the stock arose; but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

ALTERATIONS TO CAPITAL

49. POWER TO INCREASE CAPITAL

The Company may from time to time by ordinary resolution, whether all the shares for the time being authorised shall have been issued or all the shares for the time being issued shall have been fully Paid Up or not, increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts as the resolution directs.

50. PROVISIONS APPLICABLE TO NEW SHARES

Except as otherwise provided by or pursuant to these Articles or by the conditions of issue, any new share capital shall be considered as part of the existing share capital and shall be subject to the same provisions with reference to the payment of calls, transfer, transmission, forfeiture, lien and otherwise as the existing share capital.

51. CONSOLIDATION, CANCELLATION AND SUBDIVISION OF SHARES

The Company may from time to time by ordinary resolution:

- 51.1 consolidate all or any of its share capital into shares of larger amounts than its existing shares;
- 51.2 cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled;
- 51.3 sub-divide its shares, or any of them, into shares of smaller amount that is fixed by the Memorandum of Association, subject nevertheless to the provisions of Section 121 (3) and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over or may have such deferred rights or be subject to any such restrictions, as compared with the others, as the Company has power to attach to unissued or new shares.

52. REDUCTION OF CAPITAL

Subject to the provisions of the Statutes and any confirmation or consent required by law, the Company may from time to time by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner.

53. PROVISIONS AS TO CONSOLIDATION OF SHARES

Upon any consolidation of Fully Paid Up shares into shares of larger amount the Board may settle any difficulty which may arise with regard thereto and in particular may, as between the holders of shares so consolidated, determine which shares are consolidated into each consolidated share and in the case of any shares registered in the name of one Member being consolidated with shares registered in the name of another Member, the Board may make such arrangements for the allotment, acceptance and/or sale of shares representing fractional entitlements to the consolidated share or for the sale of the consolidated share and may sell the fractions or the consolidated share either upon the market or otherwise to such person at

such time and at such price as it may think fit and shall distribute the net proceeds of sale among such Members rateably in accordance with their rights and interests in the consolidated share or the fractions and for the purposes of giving effect to any such sale the Board may appoint some person to transfer the shares or fractions sold to any purchaser thereof and such appointment and any transfer executed in pursuance thereof shall be effective Provided that the Board shall have power when making such arrangements to determine that no Member shall be entitled to receive such net proceeds of sale unless his entitlement exceeds such amount as the Board shall determine and, if the Board exercises such power, the net proceeds of sale not distributed to Members as a result shall belong absolutely to the Company.

54. PROVISIONS APPLICABLE TO ALTERATIONS OF CAPITAL

Anything done in pursuance of the last three preceding Articles shall be done in manner provided and subject to any conditions imposed by the Statutes, so far as they shall be applicable and, so far as they shall not be applicable, in accordance with the terms of the resolution authorising the same and, so far as such resolution shall not be applicable, in such manner as the Board shall determine.

MODIFICATION OF CLASS RIGHTS

55. MODIFICATION OF CLASS RIGHTS

None of the rights, privileges or conditions for the time being attached or belonging to any class of shares forming part of the issued capital for the time being of the Company shall be modified, varied or abrogated in any manner except with the consent in writing of the holders of three fourths in nominal value of the issued shares of the class or the sanction of an extraordinary resolution passed at a separate meeting of the members of that class and then only subject to the provisions of Section 127. To any such separate meeting all the provisions of these Articles as to General Meetings shall mutatis mutandis apply but so that the necessary quorum (other than at an adjourned Meeting) shall be not less than two persons personally present and holding or representing, either by proxy or as the duly appointed representative of a corporation which is a Member, at least one third of the capital Paid Up on the issued shares of the class and, at an adjourned Meeting, one Member holding shares of the class in question or his proxy, and so that any holder of shares of the class in question present in person or by proxy may demand a poll and shall be entitled on a poll to one vote for every such share held by him. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by these Articles or by the terms of issue of the shares of that class, be deemed to be modified, varied or abrogated by the creation or issue of further shares ranking *pari passu* therewith.

GENERAL MEETINGS

56. ANNUAL GENERAL MEETING

An Annual General Meeting of the Company shall be held in each year (in addition to any other Meetings which may be held in that year) and such Meeting shall be specified as the Annual General Meeting in the notices calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and the date of the next. Subject as aforesaid and to the provisions of the Statutes, the Annual General Meeting shall be held at such time and place as the Board shall appoint.

57. **EXTRAORDINARY GENERAL MEETINGS**

All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

58. **CONVENING OF EXTRAORDINARY GENERAL MEETINGS**

The Board may call an Extraordinary General Meeting whenever it thinks fit. Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Statutes. If at any time there are not sufficient Directors capable of acting to form a quorum of the Board any Director or any two Members may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which Meetings may be convened by the Board.

59. **REQUISITION TO STATE BUSINESS**

In the case of an Extraordinary General Meeting called in pursuance of a requisition, unless such Meeting shall have been called by the Board, no business other than that stated in the requisition as the objects of the Meeting shall be transacted.

NOTICE OF GENERAL MEETINGS

60. **NOTICE OF GENERAL MEETINGS**

At least twenty-one Clear Days' notice of every Annual General Meeting and of every Extraordinary General Meeting at which it is proposed to pass a special resolution and at least fourteen Clear Days' notice of every other Extraordinary General Meeting shall be given in manner hereinafter mentioned, to such Members as are under the provisions of these Articles entitled to receive such notices from the Company and to the Auditors. Every notice of Meeting shall specify the place, day and hour of the Meeting and, in the case of special business, the general nature of such business and shall also state with reasonable prominence that a Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him and that a proxy need not also be a Member. In the case of a Meeting convened for passing a special or extraordinary resolution, the notice shall specify the intention to propose the resolution as a special or extraordinary resolution (as the case may be).

61. **SHORT NOTICE**

A Meeting shall, notwithstanding that it is called by shorter notice than that specified in the last preceding Article, be deemed to have been duly called if it is so agreed:

- 61.1 in the case of a Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat; and
- 61.2 in the case of any other Meeting, by a majority in number of the Members having a right to attend and vote at the Meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving a right to attend and vote at the Meeting.

62. DUTY TO INFORM MEMBERS ON REQUISITION

It shall be the duty of the Company, subject to the provisions of the Statutes, on the requisition in Writing of such number of Members as is specified in Section 376 and (unless the Company otherwise resolves) at the expense of the requisitionists: (i) to give to members entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that Meeting and (ii) to circulate to members entitled to have notice of any General Meeting sent to them, any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that Meeting.

63. OMISSION OR NON-RECEIPT OF NOTICE

The accidental omission to give notice of any Meeting to, or the non-receipt of notice of any Meeting by, any person entitled to receive notice shall not invalidate any resolution passed or proceeding held at that Meeting.

PROCEEDINGS AT GENERAL MEETINGS

64. SPECIAL BUSINESS

All business that is transacted at an Extraordinary General Meeting shall be deemed special and all business that is transacted at an Annual General Meeting shall also be deemed special, with the exception of declaring a dividend, the consideration and adoption of the accounts and balance sheet and the reports of the Directors and the Auditors and any other documents accompanying or annexed to the balance sheet, the election of Directors and the Auditors and the fixing of the remuneration of the Directors and the Auditors.

65. SPECIAL NOTICE

Where, by any provision contained in the Statutes, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been validly given to the Company in accordance with these Articles and the Statutes, not less than twenty-eight days (or such shorter period as the Statutes permit) before the Meeting at which it is moved and the Company shall give to its Members notice of such resolution in accordance with these Articles and the Statutes.

66. QUORUM

No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. Three 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 which is a Member, shall be a quorum.

67. CHAIRMAN

The Chairman of the Board shall preside at every General Meeting; but if there be no such Chairman or he shall be unwilling or unable to preside or if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, the Deputy-Chairman of the Board shall preside or if there be no such Deputy Chairman or he shall be unwilling to act or if he be not present within such period, the Directors present shall choose

some Director or if no Director be present or if all the Directors present decline to take the chair, the members present in person or by proxy shall choose one of their number to be Chairman of the Meeting.

68. DISSOLUTION OR ADJOURNMENT IN ABSENCE OF QUORUM

If within fifteen minutes from the time appointed for the holding of a General Meeting a quorum is not present, the Meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such time and place as the Chairman of the Meeting may decide.

69. PROCEDURE FOR ADJOURNMENT

The Chairman of the Meeting may, with the consent of the Meeting (and shall, if so directed by the Meeting), adjourn any Meeting from time to time and from place to place. Whenever a Meeting is adjourned for thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned Meeting shall be given as in the case of an original Meeting. Save as aforesaid, no Member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned Meeting. No business shall be transacted at any adjourned Meeting other than the business which might have been transacted at the Meeting from which the adjournment took place.

70. RECORDING OF RESOLUTIONS AND QUALIFICATION TO DEMAND A POLL

70.1 At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands unless, before or upon the declaration of the result of the show of hands, a poll be demanded:

70.1.1 by the Chairman of the Meeting; or

70.1.2 by not less than five Members present in person or by proxy and entitled to vote at the Meeting; or

70.1.3 by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting; or

70.1.4 by a Member or Members holding shares in the Company conferring a right to vote at the Meeting, being shares on which an aggregate sum has been Paid Up equal to not less than one-tenth of the total sum Paid Up on all the shares conferring that right.

70.2 Unless a poll be so demanded a declaration by the Chairman of the Meeting that a 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, and an entry to that effect in the Minute Book of the Company shall be conclusive of the votes recorded in favour of or against such resolution.

71. TAKING OF POLL

A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time (not being more than thirty days from the date of the Meeting or the adjourned Meeting at which such poll was

demanded) and place and in such manner as the Chairman of the Meeting shall direct and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. No notice need be given of a poll not taken immediately. The demand for a poll may be withdrawn.

72. CHAIRMAN'S CASTING VOTE

in the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a further or casting vote in addition to the votes to which he may be entitled as a Member.

73. CHAIRMAN TO RECTIFY VOTING ERRORS

If:

73.1 any objection is raised to the qualification of any voter, or

73.2 any votes have been counted which ought not to have been counted or which might have been rejected; or

73.3 any votes are not counted which ought to have been counted

the objection or error shall not vitiate the decision of the Meeting on any resolution unless the same is raised or pointed out at the Meeting or adjourned Meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the Meeting and shall only vitiate the decision of the Meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise affect the decision of the Meeting. The decision of the Chairman on such matters shall be final and conclusive.

74. CONTINUANCE OF MEETING AFTER POLL DEMANDED

The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

75. WRITTEN RESOLUTIONS

Subject to the provisions of the Act, a resolution in writing shall be as valid and effectual as a resolution of a General Meeting Provided that it shall have been signed by all the Members who would have been entitled to vote upon such resolution if it had been a resolution submitted to a General Meeting held on the day on which the last Member signing the resolution shall have signed the same.

VOTES OF MEMBERS

76. VOTING RIGHTS

Subject to any special terms as to voting upon which any share may be issued, or may for the time being be held, and subject to the provisions of Articles 44 and 45, upon a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and in each case is entitled to vote shall have one

vote and upon a poll every member present in person or by proxy and entitled to vote shall have one vote for every share of which he is the registered holder.

77. VOTES OF INCAPACITATED MEMBERS

If any Member is of unsound mind or otherwise incapacitated he may vote, whether on a show of hands or on a poll, by his curator bonis, committee or other legal curator and such last mentioned persons may give their votes either personally or by proxy Provided that such evidence as the Board may reasonably require of the authority of the persons claiming to vote is deposited at the Office not less than forty eight hours before the time for holding the Meeting or adjourned Meeting at which such person claims to vote.

78. VOTES OF JOINT HOLDERS

If two or more persons are jointly entitled to a share, then, in voting upon any question, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered holders of the share and for this purpose seniority shall be determined by the order in which the names stand in the Register.

79. VOTING QUALIFICATIONS

No Member shall be entitled to be present or to be counted in the quorum at any General Meeting unless he shall be the holder of one or more shares giving the right to attend thereat, upon which all calls or other moneys due and payable in respect of the same shall have been paid and no Member shall be entitled to vote at any General Meeting or upon a poll either personally or by proxy in respect of any share upon which any call or other moneys due and payable have not been paid.

80. PROXIES

80.1 Votes may be given either personally or by proxy. On a show of hands, a Member (other than a corporation) present only by proxy shall have no vote; but a proxy for or representative of a corporation may vote on a show of hands. A proxy need not be a Member and a Member may appoint one, or more than one, person to act as his proxy. On a poll a Member entitled to more than one vote need not, if he votes, use all of his votes or cast all the votes he uses in the same way.

80.2 The Board may, but is not obliged to, accept a proxy appointment in Electronic Form subject to any limitations, restrictions or conditions prescribed by the Board from time to time. The appointment (and any document or information relating to proxies for the meeting) shall be sent to an Address specified in the notice convening the meeting.

81. VOTING WHERE MORE THAN ONE PROXY APPOINTED

If a Member appoints more than one person to act as his proxy, the instrument appointing each such proxy shall specify the shares held by the Member in respect of which each such proxy is to vote and no Member may appoint more than one proxy (save in the alternate) to vote in respect of any one share held by that Member.

82. EXECUTION OF PROXY INSTRUMENT

The instrument appointing a proxy shall be in Writing under the hand of the appointor, or his attorney duly authorised in Writing, or if such appointor is a corporation, under its common seal or under the hand of some officer or attorney duly authorised in that behalf. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney.

83. VALIDITY OF PROXY'S VOTE

A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or transfer of the share in respect of which it is given, unless previous intimation in Writing of the death, insanity, revocation or transfer shall have been received at the Office one hour at least before the time fixed for holding the Meeting.

84. DEMAND OF POLL BY PROXY

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote at such poll.

85. DEPOSIT OF PROXY INSTRUMENTS

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, shall be deposited at such place as may be specified for that purpose in the notice convening the Meeting or in the instrument of proxy or if no place is so specified at the Office at least forty eight hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in such instrument proposes to vote or, in the case of a poll, not less than forty-eight hours before the time appointed for the taking of the poll; otherwise the person so named shall not be entitled to vote in respect thereof.

86. FORM OF PROXY INSTRUMENT

An instrument of proxy may be in any common form or in such other form as the Board may from time to time approve.

87. CIRCULATION OF PROXY FORMS

The Board may at the expense of the Company send, by post or otherwise to the Members, instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any Meeting of any class of Members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the Meeting or any other person or persons. If, for the purpose of any Meeting, invitations to appoint as proxy a person or one of a number of persons specified in the invitations are issued at the Company's expense, they shall be issued to all (and not to some only) of the Members entitled to be sent a notice of the Meeting and to vote thereat by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

88. REPRESENTATION OF CORPORATIONS AT MEETINGS

Any corporation which is a Member of the Company may, by resolution of its directors or other governing body, authorise any person to act as its representative at any Meeting of the Company or of any class of Members thereof and such representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member.

DIRECTORS

89. NUMBER OF DIRECTORS

Until otherwise determined by a General Meeting the number of Directors shall not be less than three nor more than seven. The Company may by ordinary resolution from time to time vary the minimum and maximum number of Directors.

90. APPOINTMENT OF DIRECTORS BY BOARD

The Board may from time to time and at any time appoint any other person to be a Director either to fill a casual vacancy or by way of addition to the Board. A Director so appointed shall hold office only until the Annual General Meeting following next after his appointment, when he shall retire, but shall then be eligible for re-election. A Director so retiring shall not be taken into account in determining the number of Directors to retire by rotation at such Meeting in accordance with Article 111.

91. POWERS OF DIRECTORS WHEN INQUORATE

The continuing Directors or a sole continuing Director may act, notwithstanding any vacancy in their body but if and so long as the number of Directors is reduced below the number fixed by or pursuant to these Articles as a quorum of Directors, the continuing Directors or Director may act for the purposes of filling up vacancies in their body or of summoning General Meetings, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

92. NO DIRECTORS SHARE QUALIFICATION

A Director shall not require a share qualification, but shall nevertheless be entitled to attend and speak at any General Meeting of, or at any separate Meeting of the holders of any class of shares in, the Company.

93. DIRECTORS REMUNERATION

There shall be paid out of the funds of the Company to the Directors as fees in each year, an aggregate sum not exceeding £100,000 as the Board may determine, such sum to be divided among such Directors in such proportion and manner as they may agree or, in default of agreement, equally Provided that any such Director holding the office of Director for part of a year shall, unless otherwise agreed, be entitled only to a proportionate part of such fee. The

Board may increase the amount of the fees payable under this Article. The provisions of this Article shall not apply to the remuneration of any Managing Director or Director holding executive office whose remuneration shall be determined in accordance with the provisions of Articles 101.1 and 101.4.

94. DIRECTORS EXPENSES

The Directors shall also be entitled to be repaid all travelling hotel and other expenses properly incurred by them respectively in and about the performance of their duties as Directors, including their expenses of travelling to and from Board or committee or General Meetings.

95. SPECIAL REMUNERATION

The Board (or for the avoidance of doubt a committee of the Board, if so authorised) may grant special remuneration to any member thereof who, being called upon, shall render any special or extra services to the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration (if any) as a Director, and may be payable by way of a lump sum participation in profits or otherwise as the Board (or any such committee) shall determine.

INTERESTS OF DIRECTORS

96. HOLDING OF OTHER OFFICES BY DIRECTORS

A Director may hold any other office or place of profit under the Company (except that of Auditor) in conjunction with his office of Director and subject to Section 319 on such terms as to remuneration and otherwise as the Board shall arrange. Any Director may act by himself or his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director Provided that nothing herein contained shall authorise a Director or his firm to act as Auditor or Auditors of the Company.

97. DIRECTORS INTERESTS IN CONTRACTS WITH THE COMPANY

Subject to the provisions of the Statutes, no Director or intending Director shall be disqualified by his office, from contracting with the Company either as vendor, purchaser or otherwise nor, subject to the interest of the Director concerned being duly declared as required by Article 99, shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested, be liable to be avoided nor shall any Director so contracting or being so interested, be liable to account to the Company for any profit realised by any such contract or arrangement, by reason of such Director holding that office or of the fiduciary relationship thereby established.

98. DIRECTORS INTERESTS IN OTHER COMPANIES

A Director may hold office as a director or other officer of or be otherwise interested in any other company of which the Company is a member or in which the Company is otherwise interested and unless otherwise agreed shall not be liable to account to the Company for any remuneration or other benefits receivable by him as a director or officer of, or by virtue of his interest in, such other company.

99. DECLARATION OF DIRECTORS INTERESTS

Without prejudice to the requirements of the Statutes, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company, shall declare the nature of his interest at a meeting of the Board. In the case of a proposed contract, the declaration shall be made at the meeting of the Board at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of the Board held after he became so interested. In a case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Board held after the Director becomes so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director, the declaration shall be made at the first meeting of the Board held after he is so appointed. For the purposes of this Article, a general notice given to the Board by a Director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice be made with that company or firm, or he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him (within the meaning of Section 346) shall (if such Director shall give the same at a meeting of the Board or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Board after it is given) be deemed a sufficient declaration of interest in relation to any contract so made. In this Article the expression "contract" shall be construed as including any transaction or arrangement, whether or not constituting a contract.

100. LIMITATION ON VOTING OF INTERESTED DIRECTORS

100.1 Save as herein provided, a Director shall not vote in respect of any contract or arrangement or any other proposal whatsoever in which he has any interest which (together with any interest of any person connected with him) is to his knowledge a material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company or in respect of which he has any duty which conflicts with his duty to the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution in respect of which he is debarred from voting.

100.2 A Director shall (in the absence of some other interest than is indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters namely:

- 100.2.1 the giving of any security, guarantee or indemnity to him in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiaries;
- 100.2.2 the giving of any security, guarantee or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by giving of security;
- 100.2.3 any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;

- 100.2.4 any proposal concerning any other company in which he and any persons connected with him within the meaning of Section 346 do not to his knowledge hold an interest in shares (as that term is defined in Sections 198 to 211) representing one per cent, or more of any class of the equity share capital of such company (or of any third company through which his interest is derived) or of the voting rights available to members of the relevant company;
- 100.2.5 the purchase and/or maintenance of insurance for the benefit of Directors or for the benefit of persons including Directors; and
- 100.2.6 any contract, arrangement, scheme or proposal for the benefit of employees of the Group under which the Director benefits in a similar manner as the employees and does not accord to any Director as such, any privilege or advantage not generally accorded to the employees to which the contract, arrangement, scheme or proposal relates.
- 100.3 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not debarred from voting under the proviso to paragraph 100.2(d) of this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- 100.4 If any question shall arise at any meeting as to the materiality of a Director's interest or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be determined by a majority of votes of the remaining Directors present at the meeting and in the case of an equality of votes, the Chairman (unless he be the Director the materiality of whose interest or the entitlement of whom to vote shall be in issue) shall have a second or casting vote and their ruling in relation to any other Director shall be final and conclusive, except in a case where the nature or extent of the interests of the Director concerned have not been fairly disclosed and, pending such ruling, paragraph 100.1 of this Article shall apply to the Director in question.
- 100.5 The Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.

MANAGING AND OTHER EXECUTIVE DIRECTORS

- 101. APPOINTMENT, RETIREMENT AND TERMINATION OF APPOINTMENT OF MANAGING AND OTHER EXECUTIVE DIRECTORS, REMUNERATION AND POLICIES OF EXECUTIVE DIRECTORS**
- 101.1 The Board may from time to time appoint one or more of its body to be the holder of any executive office, including the office of Managing or Joint or Assistant Managing Director. Any such appointments shall be on such terms (including remuneration) and for such period as the Board (or for the avoidance of doubt a committee of the Board if so authorised) may determine.
- 101.2 The appointment of any Director to any executive office shall be capable of being terminated by the Board if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state otherwise; but without prejudice to any claim

he may have for damages for breach of any contract of service between him and the Company.

- 101.3 A Director holding any executive office shall receive such remuneration, whether in addition to or in substitution for his ordinary remuneration as a Director and whether by way of salary, commission, participation in profits or otherwise, as the Board (or for the avoidance of doubt a committee of the Board if so authorised) may determine.
- 101.4 The Board may entrust to and confer upon a Director holding any executive office any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as it thinks fit and either collaterally with or to the exclusion of its own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- 101.5 The Company shall not (and the Board shall exercise all voting and other rights and power of control exercisable by the Company in respect of its subsidiary companies so as to secure that none of its subsidiary companies shall) grant any contract of service to any such Managing Director or such other officer as is referred to in paragraph 101.1 of this Article or any proposed Managing Director or such other officer as aforesaid which does not expire or is not determinable within five years of the date of grant thereof without payment of compensation (other than statutory compensation) except with the previous sanction of the Company in General Meeting given in accordance with Section 319.

POWERS OF DIRECTORS

102. GENERAL POWERS OF DIRECTORS

The business of the Company shall be managed by the Board, which may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercisable and done by the Company and as are not by the Statutes or by these Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Statutes and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

103. LOCAL BOARDS/COMMITTEES

The Board may establish local boards or committees or agencies for managing any of the affairs of the Company and may appoint any persons to be members of such local boards or committees or any managers or agents and may fix their remuneration and may delegate to any local board, committee, manager or agent any of the powers, authorities and discretions vested in the Board (with power to sub-delegate) and may authorise the members of any local board or committee, or any of them, to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and the Board may remove any person so appointed and may annul or vary any such delegation; but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby and no person so appointed shall for any purpose be deemed to be a Director.

104. ATTORNEYS

The Board may, from time to time and at any time, by power of attorney under the Seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit and any such powers of attorney may contain such provisions whether for the protection and convenience of persons dealing with any such attorney or otherwise, to sub-delegate all or any of the powers, authorities and discretions vested in him.

105. FOREIGN SEAL

The Company or the Board on behalf of the Company may exercise all the powers of Section 39, relating to official seals for use abroad, and any such seal shall be affixed by the authority and in the presence of, and the instrument sealed therewith shall be signed by, such persons as the Board shall from time to time by writing under the Seal appoint.

106. PENSIONS, EMPLOYEES SCHEMES ETC.

- 106.1 The Board may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in or contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company or any of its predecessors in business or of any company which is or has been a holding company or a subsidiary or a fellow subsidiary or connected 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 who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons and other persons who have or formerly had with any such individuals any relationship of such a kind as the Board may approve.
- 106.2 The Board may also establish, subsidise and subscribe to any institutions, associations, societies, 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 person as aforesaid and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Any Director, who holds or has held any such executive position or agreement for service, shall be entitled to participate in and retain for his own benefit any such donations, gratuities, pensions, allowances, benefits or emoluments.
- 106.3 Subject to the provisions of and so far as may be permitted by the Statutes and the rules and regulations of the Stock Exchange the Board may also establish and maintain any employees' share scheme, share option or share incentive scheme, plan or trust, whereby selected employees, Directors (including non-executive Directors) and officers of the Company or of any company which is a subsidiary of the Company, are given the opportunity of acquiring shares in the capital of the Company on the terms and subject to the conditions set out in such scheme, plan or trust and establish and (if any such scheme, plan or trust so provides) contribute to any scheme, plan or trust for the purchase by or transfer, allotment or issue to

trustees of shares or other securities in the Company or its holding company, to be held for the benefit of employees Directors (including non-executive Directors) and officers of the Company or of any such other company referred to above and subject to the Statutes, lend money to such trustees or employees to enable them to purchase such shares or other securities Provided that if any shares are to be issued to employees or trustees under the provisions of any such scheme, plan or trust pursuant to which the rights attaching to such shares shall be altered or varied, then any such scheme, plan or trust shall be approved by special resolution and these Articles shall be deemed to be altered so far as appropriate by the special resolution approving such scheme, plan or trust.

- 106.4 Without prejudice to the generality of the foregoing paragraphs of this Article, the Directors may exercise any of the powers conferred by the Statutes to make provision for the benefit of any such persons as aforesaid in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries, notwithstanding that the exercise of any such powers may not be in the best interests of the Company.
- 106.5 The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any other company.

107. EXECUTION OF NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to me Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.

POWERS OF BORROWING AND MORTGAGING

108. POWER TO BORROW MONEY AND GIVE SECURITY AND RESTRICTION OF BORROWINGS

- 108.1 Subject as hereinafter provided, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets both present and future, including uncalled capital, and subject to the provisions of Section 80 to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
- 108.2 The Board shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary companies (if any) so as to secure (as regards subsidiary companies so far as by such exercise they can secure) that the aggregate of the amounts borrowed by the Group (exclusive of inter-group borrowings) shall not without the previous sanction of an ordinary resolution of the Company exceed an amount equal to four times the aggregate of:
- 108.2.1 the nominal amount of the share capital of the Company issued and paid up, and
- 108.2.2 the amounts standing to the credit of the capital and revenue reserves of the Group including share premium account, capital redemption reserve fund and profit and loss account (but deducting therefrom the amount, if any, standing to the debit of the profit and loss account) all as shown in the consolidation of the then latest audited balance sheets of the Group, but:

- (a) adjusted in respect of any variations in the issued and paid-up share capital, share premium account or capital redemption reserve fund of the Company effected since the date of such balance sheets;
- (b) after deducting an amount equal to any distributions declared, recommended or made since the date of such balance sheets (otherwise than within the Group) except insofar as provided for therein; and
- (c) excluding therefrom any amounts set aside for taxation (other than in respect of tax equalisation) and, to the extent included, any amounts attributable to outside shareholdings in subsidiaries.

For the purposes of the aforesaid limit, the issue of loan capital shall be deemed to constitute borrowing notwithstanding that the same may be issued in whole or in part for a consideration other than cash.

108.3 No person dealing with the Company or any company within the Group shall by reason of the foregoing provisions, be concerned to see or enquire whether this limit is observed and no debt incurred or security given in excess of such limit shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given express notice that the limit hereby imposed had been or would thereby be exceeded.

109. **POWER TO MORTGAGE AND GRANT OTHER SECURITIES**

The Board may mortgage or charge all or any part of the Company's undertaking, property and uncalled capital and subject to Section 80 may issue or sell any bonds, loan notes, debentures or other securities whatsoever for such purposes and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of premium or bonus upon redemption or repayment or otherwise as it may think proper including a right for the holders of bonds, loan notes, debentures or other securities to exchange the same for shares in the Company of any class authorised to be issued.

ROTATION, RETIREMENT AND REMOVAL OF DIRECTORS

110. **VACATION OF OFFICE BY DIRECTORS**

The office of a Director shall be vacated if:

- 110.1 he ceases to be a Director by virtue of any provision of the Statutes or he becomes prohibited by law from being a Director; or
- 110.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 110.3 he is, or may be, suffering from mental disorder and either:
 - 110.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - 110.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

- 110.4 he becomes physically or mentally incapable of performing the functions of a Director and the Board shall resolve that he be disqualified; or
- 110.5 in the case of a Director holding executive office subject to the terms of any contract between him and the Company, he resigns his office by notice in Writing to the Company; or
- 110.6 he shall for more than six consecutive months have been absent without permission of the Board from meetings of the Board held during that period and the Board shall resolve that his office be vacated; or
- 110.7 he shall be removed from office by notice in Writing served on him signed by all his co-Directors but so that if he holds an appointment to an executive office which thereby automatically determines, such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

111. RETIREMENT AND SUBMISSION FOR RE-ELECTION OF DIRECTORS

Each Director shall retire from office at the third Annual General Meeting after the Annual General Meeting at which he was last elected. A retiring Director shall be eligible for re-election and shall act as a Director throughout the Meeting at which he retires.

112. ARTICLE 112 DELETED

113. REAPPOINTMENT OF RETIRING DIRECTORS

The Company at the Meeting at which a Director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the retiring Director shall if offering himself for re-election be deemed to have been re-elected, unless at such Meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the Meeting and lost.

114. ELIGIBILITY FOR ELECTION AS DIRECTOR

No person not being a Director retiring at the Meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any General Meeting unless, not less than seven nor more than twenty-one Clear Days before the day appointed for the Meeting, there shall have been given to the Secretary notice in writing by some Member duly qualified to be present and vote at the Meeting for which such notice is given of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected.

115. INCREASE IN NUMBER OF DIRECTORS

Subject to the provisions of these Articles, the Company may from time to time in General Meeting appoint new Directors and increase or reduce the number of Directors and may also determine in what rotation the increased or reduced number is to go out of office.

116. REMOVAL OF DIRECTORS

Without prejudice to the power of file Company under Section 303 to remove a Director before the expiration of his period of office by ordinary resolution, the Company may by extraordinary resolution remove any Director before the expiration of his period of office, and may by ordinary resolution appoint another Director in his place. A person appointed in place of a Director so removed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

117. RESOLUTIONS APPOINTING DIRECTORS

Every resolution of a General Meeting for the appointment or election of a Director shall relate to one named person and a single resolution for the appointment or election of two or more persons as Directors shall be void, unless a resolution that it shall be so moved has first been agreed to by the Meeting without any vote being given against it.

118. DIRECTORS REACHING THE AGE OF SEVENTY

Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director.

PROCEEDINGS OF THE BOARD**119. BOARD MEETINGS**

The Board or a committee of the Board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Meetings of the Board or of any committee of the Board may take place in any part of the world and may take place via telephonic or similar means of communication notwithstanding that the Directors or committee members present may not all be meeting in one particular place. Unless otherwise determined, two Directors shall be a quorum, for the purposes of this Article an alternate Director shall be counted in a quorum but so that not less than two persons shall constitute the quorum.

120. NOTICE OF BOARD MEETINGS

A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board. It shall be necessary to give notice (which need not be in Writing) of a meeting of the Board to all the Directors. Notwithstanding the foregoing neither the accidental failure to give notice of a meeting of the Board to any Director nor the non-receipt in any case

of such notice if given shall invalidate such meeting or any resolution passed or business transacted thereat. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from the United Kingdom unless such Director is represented by an alternate Director in the United Kingdom in which event due notice shall be given to such alternate,

121. **VOTES AT BOARD MEETINGS**

Questions arising at any meeting of the Board or any committee of the Board shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote.

122. **CHAIRMAN**

The Board or any committee of the Board may from time to time elect a Chairman or Deputy-Chairman, who shall preside at its meetings, but if no such Chairman or Deputy-Chairman be elected, or if at any meeting the Chairman or Deputy-Chairman is not present within five minutes after the time appointed for holding the same, the Board or committee shall choose one of its number to be Chairman of such meeting.

123. **COMMITTEES**

- 123.1 The Board may delegate any of its powers, including authority to affix the Seal to any document, to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of Directors.
- 123.2 Any committee shall have power, unless the Board directs otherwise, to co-opt as a member or members of the committee for a specific purpose any person or persons not being members of the Board or of the Company Provided that no person shall be co-opted pursuant to this Article if as a result of his appointment the number of persons so co-opted would be equal to or greater than the number of members of such committee who are Directors and no resolution passed at a meeting of such committee shall be effective unless a majority of the members of such committee present at the meeting are Directors,

124. **VALIDITY OF DIRECTORS ACTS NOTWITHSTANDING FORMAL DEFECTS**

All acts bona fide done by any meeting of the Board or of a committee of the Board or by any person acting as a Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid or that they or any of them were disqualified or had ceased to be Directors or a Director, be as valid as if every such person had been duly appointed and was qualified to be and had continued to be a Director.

125. **MINUTES**

The Board shall cause proper minutes to be made of all General Meetings and also of all appointments of officers and of the proceedings of all meetings of the Board and committees of the Board and of the attendances thereat and all business transacted at such meetings and

any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting of the Company or of the Board or committee, shall be conclusive evidence without any further proof of the facts therein stated.

126. RESOLUTION IN WRITING

A resolution in Writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as effective for all purposes as a resolution passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

ALTERNATE DIRECTORS

127. ALTERNATE DIRECTORS

A Director may from time to time in Writing under his hand appoint another Director or any other person including a person appointed as alternate for any other Director, to be his alternate, but no such appointment of any person not being a Director shall be operative unless and until approved by the Board. Every such alternate shall (subject to his giving to the Company an address at which notice may be served upon him) be entitled to notice of meetings of the Board and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to have and exercise all the powers, rights, duties and authorities of the Director appointing him. Every such alternate shall also be entitled, in the absence of the Director appointing him, to sign on his behalf a resolution in Writing of the Directors. The remuneration of an alternate shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion (if any) of the last mentioned remuneration and shall be agreed between such alternate and the Director appointing him. A Director may, by Writing under his hand deposited at the Office at any time, revoke the appointment of an alternate appointed by him. If a Director dies or ceases to hold the office of Director, the appointment of his alternate shall thereupon cease and determine Provided that if any Director retires at any Meeting (whether by rotation or otherwise) but is re appointed by the Meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. An alternate Director shall not be deemed to be the agent of his appointor but shall be deemed to be an officer of the Company. Notwithstanding the foregoing, unless he is already an officer of the Company in his own right, an alternate Director shall not, as such, have any rights or powers other than those mentioned in this Article.

SECRECY

128. SECRECY

No Member or General or other Meetings of Members shall be entitled to require discovery of any information respecting any detail of the Company's trading, or any matter which is or may be in the nature of a trade secret, mystery or trade or secret process, or which may relate to the conduct of the business of the Company or any company within the Group and which in the opinion of the Board, it would be inexpedient in the interest of the Company to communicate to the public.

THE SEAL

129. AFFIXING OF THE SEAL

- 129.1 The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board and, except as hereinafter provided, every instrument to which the Seal shall be so affixed shall be autographically signed by a Director and countersigned by a second Director or the Secretary or an Assistant Secretary or some other person appointed by the Board for such purpose and, in favour of any purchaser or person bona fide dealing with the Company, such signatures shall be conclusive evidence of the fact that the Seal has been properly affixed.
- 129.2 As regards certificates for shares or debentures, the Board may by resolution authorise the same to be sealed by a securities seal kept by virtue of Section 40 and may determine that in connection with the sealing thereof the presence of such persons as are referred to in Article 129.1 and the signatures thereof or of either of them shall be dispensed with and/or that such signatures shall be affixed by some method or system of mechanical signature.
- 129.3 Subject to compliance with the requirements of the Act, the Board may authorise the adoption for use in any territory, district or place elsewhere than in the United Kingdom, as an official seal being a facsimile of the Seal and may subject to compliance with the requirements of the Act give direction for the fixing of such official seal to deeds or instruments on behalf of the Company. Any deeds or instruments to which such a facsimile of the Seal is affixed in accordance with Article 129.1 shall bind the Company for all purposes as if the Seal had been affixed thereto.
- 129.4 Subject to the Statutes, the Company may dispense with the need for the Seal and, whether it does or does not dispense with the Seal, a document signed by a Director and the Secretary or by any two Directors and expressed (in whatever form of words) to be executed by the Company, shall have the same effect as if executed under the Seal and a document executed by the Company which makes it clear on its face that it is intended to be a deed shall have effect upon delivery as a deed.

SECRETARY

130. SECRETARY

The Board shall from time to time appoint and may remove a Secretary or Joint Secretaries, who shall be qualified in accordance with the provisions of the Statutes and may appoint and remove one or more Assistant Secretaries.

131. POWERS OF OTHER OFFICERS TO ACT

Anything by the Statutes or these Articles required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any joint assistant or deputy Secretary or, if there is no joint assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Board Provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

AUTHENTICATION OF DOCUMENTS

132. AUTHENTICATION OF DOCUMENTS

Any Director, or the Secretary or any person appointed by the Board for the purpose, shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Board or any committee of the Board and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a Meeting of the Company or of the Board or any committee of the Board which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes are, or extract is, a true and accurate record of proceedings at a duly constituted General Meeting or meeting of the Board or any committee of the Board.

REGISTERS

133. REGISTERS

- 133.1 The register of Directors' interests shall be kept in accordance with the Statutes and shall be open to the inspection of any Member or of any other person between the hours of 10 a.m. and noon on each day during which the same is bound to be open for inspection pursuant to the Statutes. The said register shall be produced at the commencement of each Annual General Meeting and shall remain open and accessible during the continuance of the Meeting to any person attending such Meeting.
- 133.2 The register of Directors and Secretaries, the register of charges, the Register, the register of interests in shares, the register of North American-held shares and all other associated registers and indices shall be kept in accordance with the Statutes and shall be open to the inspection of any Member or of any other person without charge between the hours of 10 a.m. and noon on each day during which the same is bound to be open for inspection pursuant to the Statutes.

DIVIDENDS

134. PAYMENT OF DIVIDENDS

Subject to any preferential or other special rights for the time being attached to any special class of shares, the profits of the Company available for dividend in accordance with the Statutes which it shall from time to time determine to distribute by way of dividend, shall be applied in payment of dividends upon the shares of the Company to the Members at the date of record in accordance with their respective rights and priorities.

135. APPORTIONMENT OF DIVIDENDS

All dividends shall be apportioned and paid proportionately to the amounts Paid Up on the shares otherwise than amounts Paid Up in advance of calls during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

136. DECLARATION OF DIVIDENDS AND INTERIM DIVIDENDS

- 136.1 The Company in General Meeting may from time to time declare dividends but no such dividends shall (except as by the Statutes expressly authorised) be payable otherwise than out of the profits of the Company available for the purpose in accordance with the Statutes. No higher dividend shall be paid than is recommended by the Board and the declaration of the Board as to the amount of the profits at any time available for dividend shall be conclusive.
- 136.2 Subject to the provisions of the Statutes, the Board may if it thinks fit from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits of the Company and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Board may also pay half yearly or at other suitable intervals to be settled by it, any dividend which may be payable at a fixed rate. If it is of the opinion that the profits justify the payment Provided the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non preferred rights.

137. RECORD DATE

Notwithstanding any other provision of these Articles, the Board may fix a time and/or date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time within six months before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made.

138. PAYMENT OF DIVIDENDS IN SPECIE

With the sanction of a General Meeting, dividends may be paid wholly or in part in specie and may be satisfied in whole or in part by the distribution amongst Members in accordance with the rights of fully Paid Up shares, debentures or other securities of the Company or of any other company or of any other property suitable for distribution as aforesaid Provided that no distribution shall be made which would amount to a reduction of capital except in the manner approved by law. The Board shall have full liberty to make all such valuations, adjustments and arrangements and to issue all such certificates or documents of title as may in its opinion be necessary or expedient with a view to facilitating the equitable distribution amongst the Members of any dividends or portions of dividends to be satisfied as aforesaid or to giving them the benefit of their proper shares and interests in the property and no valuation, adjustment or arrangement so made shall be questioned by any Member.

139. SCRIP DIVIDEND

- 139.1 Without prejudice to the generality of Article 138 the Directors may subject as herein provided and subject to the provisions of the Statutes with the prior sanction of an Ordinary Resolution of the Company implement and maintain in accordance with the terms and conditions of such Resolution but otherwise as the Directors may determine from time to time a share dividend or distribution reinvestment plan for the benefit of the holders of Ordinary Shares whereby such holders may be given one or more of the following options namely:

- 139.1.1 instead of taking the net cash amount due to them in respect of any dividend (or any part thereof) declared or payable on all or any Ordinary Shares held by them to elect either to invest such cash in subscribing for unissued Ordinary Shares in the capital of the Company payable in full or by instalments or in paying up in full or by instalments any unpaid or partly paid Ordinary Shares held by them on the terms of any such plan; or
- 139.1.2 instead of taking the net cash amount due to them in respect of any dividend (or part thereof) declared or payable on all or any Ordinary Shares held by them to elect to receive new Ordinary Shares in the capital of the Company credited as fully paid on the terms and conditions of any such plan; or
- 139.1.3 to forgo their right to participate in such dividend (or such part thereof as the Directors may determine) and to elect to receive instead an allotment of additional Ordinary Shares credited as fully paid to the extent and within the limits and on the terms and conditions of any such plan; or
- 139.1.4 any other option in respect of the whole or any part of any dividend on all or any Ordinary Shares held by them as the Directors shall determine.
- 139.2 The Directors may in their discretion vary, modify, suspend or terminate any such plan which is in operation.
- 139.3 If the Directors decide as aforesaid, each holder of Ordinary Shares may (by notice in writing to the Company given in such form and within such period as the Directors may from time to time determine) elect to forgo (save to the extent provided in Article 139.4) the dividend which otherwise would have been paid on all or so many of his Ordinary Shares as he shall specify in the notice of election (the "elected Ordinary Shares") and to receive in lieu thereof such number of additional Ordinary Shares (the "additional shares") to be allotted to him credited as fully paid as is equal to the whole number of Ordinary Shares (ignoring any fraction of an additional share) obtained by dividing the amount of the dividend which otherwise would have been paid in respect of one Ordinary Share (without the associated tax credit and expressed in terms of pence and fractions of a penny) by whichever is the greater of:
- 139.3.1 the average of the middle market quotations of the Ordinary Shares; and
- 139.3.2 the nominal value of an Ordinary Share; and
- 139.3.3 multiplying the resulting figure by the number of Ordinary Shares in respect of which the election is made:

Provided always that the Directors shall have the power to adjust at their discretion the figure resulting from the division made pursuant to Article 139.3 hereof so as to achieve a simple numeric ratio governing the number of shares to be allotted.

For the purpose of this Article 139.3 "middle market quotations are those derived from the Daily Official List of The Stock Exchange or from bid and offer prices derived from SEAQ (level 2) taken at such intervals and commencing and ending at such times as the Directors shall determine either on five consecutive business days commencing with the first day on which such quotations are listed "ex-dividend" following the day on which the Director's decision to recommend or pay the relevant dividend is announced or on such other days as the Directors may from time to time determine (subject to such adjustments, if any, as the auditors may consider appropriate).

139.4 Where the Ordinary Shares constitute authorised investments for the purposes of the Trustee Investments Act 1961, the Directors shall not in any event (unless otherwise decided by the Company in general meeting) enable shareholders to forgo under the provisions of this Article a nominal amount (being such amount as the Directors may decide) of a dividend to be payable in cash on each Ordinary Share in any calendar year and such amount shall be taken into account for the purposes of Article 139.3.

140. METHOD OF PAYMENT OF DIVIDENDS

Any dividend, instalment of dividend or interest or other moneys payable in cash in respect of any share may be paid by cheque or warrant payable to the order of the Member entitled thereto or (in the case of joint holders) of that Member whose name stands first on the Register in respect of the joint holding. Every such cheque or warrant shall (unless otherwise directed) be sent by post to the last registered address of the Member entitled thereto and payment of the cheque or warrant shall be a good discharge to the Company for the same. If cheques or warrants in respect of dividends are returned undelivered or are left uncashed on two consecutive occasions or, following one such occasion, reasonable enquiries have failed to establish any new address of the Member or person concerned the Board may determine that the Company shall cease sending such cheques or warrants by post to the Member or person concerned, the company may, if so directed, pay any dividend instalment or dividend or interest or other moneys as aforesaid, by credit transfer to a bank account nominated by the Member entitled to such payment which transfer shall be a good discharge to the Company for the same. Every such cheque or warrant shall be sent and every credit transfer made at the risk of the person entitled to the money represented thereby. No unpaid dividend or interest shall bear interest as against the Company.

141. DEDUCTIONS FROM DIVIDENDS

The Board may deduct from any dividend or other moneys payable in respect of any shares held by a Member, either alone or jointly with any other Member, all such sums of money (if any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls or otherwise in respect of shares of the Company.

142. UNCLAIMED DIVIDENDS

All unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No unclaimed dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

143. WITHHOLDING OF DIVIDENDS

Subject to Article 45.3, the Board may, in its absolute discretion, withhold the payments of any dividend to a Member in respect of any share held by him in relation to which he or any other person has been duly served with a notice under Section 212 (or under any other statutory provision or provision of these Articles for the time being in force enabling the Company by notice in Writing to require any person to give any information regarding that share).

RESERVES

144. RESERVES

The Board may before recommending any dividend set aside out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as it thinks proper as a reserve fund or reserve funds which shall at the discretion of the Board, be applicable for any purpose for which the profits of the Company may lawfully be applied and pending such application the Board may employ the sums from time to time set apart as aforesaid in the business of the Company or invest the same in such securities (other than the shares of the Company or its holding company) as it may select. The Board may also from time to time carry forward such sums as it may deem expedient in the interests of the Company not to distribute.

CAPITALISATION OF PROFITS AND RESERVES

145. POWER TO CAPITALISE PROFITS

The Company may by ordinary resolution on the recommendation of the Board resolve that it is desirable to capitalise:

145.1 any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and not required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits and accordingly that the Directors be authorised and directed to appropriate the sum resolved to be capitalised to the Members in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends and to apply such sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by such Members respectively or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such sum, such shares or debentures to be allotted and distributed credited as fully Paid Up to and amongst such Members in the proportions aforesaid or partly in one way and partly in the other; Provided that a sum standing to the credit of share premium account or a capital redemption reserve may, for the purposes of this Article, only be applied in the paying up of unissued shares to be allotted to Members as fully paid capitalisation shares;

145.2 any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account which is not available for distribution by applying such sum is paying up in full unissued shares to be allotted as fully paid capitalisation shares to those Members who would have been entitled to that sum if it were distributed by way of dividend (and in the same proportions);

and the Directors shall give effect to any such resolution.

146. PROCEDURE ON CAPITALISATION OF RESERVES

Whenever such a resolution as aforesaid is passed, the Board shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto with full power to the Board to make such provision by the issue of certificates in respect of fractional entitlements or by payment in cash or otherwise as it thinks

fit for the case of shares or debentures becoming distributable in fractions and also to authorise any person to enter, on behalf of all the Members interested, into any agreement with the Company providing for the allotment to them respectively credited as fully paid up of any further shares to which they may be entitled upon such capitalisation and any agreement made under such authority shall be effective and binding on all such Members.

ACCOUNTS

147. KEEPING OF ACCOUNTS

The Board shall cause proper accounts and accounting records to be kept and the provisions of the Statutes in this regard shall be complied with. The books of account and accounting records shall be kept at the Office or subject to Section 222(1) and (2) at such other place or places as the Board thinks fit and shall always be open to the inspection of any Director.

148. INSPECTION OF ACCOUNTS

The Board shall from time to time determine whether in any particular case or class of cases or generally and to what extent and at what times and places and under what conditions or regulations (subject to the provisions of the Statutes) the accounts and books of the Company or any of them, shall be open to the inspection of Members, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company, except as conferred by Statute or authorised by the Board or by a resolution of the Company in General Meeting.

149. STATUTORY OBLIGATIONS AS TO ACCOUNTS

The Board shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in the Statutes.

150. CIRCULATION OF ACCOUNTS

150.1 Subject to the Statutes, either:

150.1.1 a printed copy of every Directors' report and auditor's report accompanied by the balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed hereto) (together "the Accounts"); or

150.1.2 a summary of financial statements derived from the Company's annual accounts and the Directors' report and prepared in the form and containing the information prescribed by the Statutes and any regulations made thereunder;

shall not, less than twenty-one days before the date of the Meeting, be delivered or sent to every shareholder and to every holder of debentures of the Company and to every other person who is entitled to receive notices of Meetings from the Company under the provisions of the Statutes or of these Articles Provided that this Article shall not require a copy of such documents to be sent to any person to whom by virtue of Section 240(3) the Company is not required to send the same, nor to any person of whose address the Company is not aware, nor to more than one of the joint holders of any shares or debentures; but any Member or

debenture holder to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office.

- 150.2 Whenever all or any of the shares in or debentures of the Company are listed or dealt in on any Stock Exchange in the United Kingdom there shall at the same time be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.
- 150.3 The accidental omission to deliver or send a copy of any document required to be delivered or sent to any person pursuant to this Article 150 or the non-receipt by any person entitled to receive the same shall not invalidate any such document or any resolution passed or proceeding held at any General Meeting or Annual General Meeting.

151. ACCURACY OF ACCOUNTS

Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive.

AUDIT

152. ANNUAL AUDIT

In accordance with the requirements of the Statutes the accounts of the Company shall be examined and the truth and fairness of the balance sheet, profit and loss account and group accounts (if any) reported on by an Auditor or Auditors.

153. AUDITORS

Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Statutes. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

UNTRACED SHAREHOLDERS

154. SALE OF SHARES OF UNTRACED SHAREHOLDERS

- 154.1 The Company shall be entitled to sell, at the best price reasonably obtainable, the shares of a Member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy if and provided that:

154.1.1 during the period of 12 years prior to the date of the publication of the advertisements referred to in paragraph 154.1.2 below (or, if published on different dates, the earlier thereof) at least three dividends in respect of the shares in question have become payable and all warrants and cheques in respect of the shares in question sent in the manner authorised by these presents have remained uncashed; and

154.1.2 the Company on expiry of the said period of 12 years shall have inserted advertisements, both in a leading London daily newspaper and in a newspaper circulating in the area of the registered address of such Member (an "Untraceable Member") or other address at which service of notices may be effected in accordance

with these presents, as appearing in the Register giving notice of its intention to sell the said shares; and

154.1.3 during the said period of 12 years and the period of three months following the publication of the said advertisements the Company shall not have received indication, either of the whereabouts or of the existence of such Member or person; and

154.1.4 notice shall have been given to the Quotations Department of the Stock Exchange in London of its intention to make such sale.

154.2 To give effect to any such sale the Company may appoint any person to execute, as transferor, an instrument of transfer of the said shares and such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such shares and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The net proceeds of sale shall belong to the Company which shall be obliged to account to the former Member or other person previously entitled as aforesaid for an amount equal to such proceeds and shall enter the name of such former Member or other person in the books of the Company as a creditor for such amount. No trust shall be created in respect of the debt, no interest shall be payable in respect of the same and the Company shall not be required to account for any money earned on the net proceeds, which may be employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company if any) as the Directors may from time to time think fit.

NOTICES

155. SERVICE OF NOTICES ON MEMBERS

155.1 Any notice, document or information may be given, sent or supplied by the Company (without prejudice to Article 163) to any Member either:

155.1.1 personally; or

155.1.2 by sending it by post in a prepaid envelope addressed to the member at his registered address as appearing in the Register or postal address given pursuant to Article 157, or by leaving it at that address; or

155.1.3 by giving it in Electronic Form to a person who has agreed (generally or specifically) that the notice, document or information may be sent or supplied in that form (and has not revoked that agreement); or

155.1.4 subject to the provisions of the Statutes, by making it available on a website, provided that the requirements in Article 155.2 are satisfied.

155.2 The requirements referred to in Article 155.1.4 are that:

155.2.1 the Member has agreed (generally or specifically) that the notice, document or information may be sent or supplied to him by being made available on a website (and has not revoked that agreement), or the Member has been asked by the Company to agree that the Company may send or supply notices, documents and information generally, or the notice, document or information in question, to him by making it available on a website and the Company has not received a response within the period of 28 days beginning on the date on which the Company's request

was sent and the Member is therefore taken to have so agreed (and has not revoked that agreement);

155.2.2 the Member is sent a notification of the presence of the notice, document or information on a website, the address of that website, the place on that website where it may be accessed, and how it may be accessed ("Notification of Availability");

155.2.3 in the case of a notice of meeting, the Notification of Availability states that it concerns a notice of a company meeting, specifies the place, time and date of the meeting, and states whether it will be an annual general meeting or an extraordinary general meeting; and

155.2.4 the notice, document or information continues to be published on that website, in the case of a notice of meeting, throughout the period beginning with the date of the Notification of Availability and ending with the conclusion of the meeting, and in all other cases throughout the period specified by any applicable provision of the Statutes, or, if no such period is specified, throughout the period of 28 days beginning with the date on which the Notification of Availability is sent to the Member, save that if the notice, document or information is made available for part only of that period then failure to make it available throughout that period shall be disregarded where such failure is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid.

155.3 The Company may at any time and its sole discretion choose to give, send or supply notices, documents and information only in Hard Copy Form to some or all Members.

156. NOTICES TO JOINT HOLDERS

In the case of joint holders of a share:

156.1 it shall be sufficient for all notices, documents and other information to be given, sent or supplied to the joint holder whose name stands first in the Register in respect of the joint holding (the "First Named Holder") only; and

156.2 the agreement of the First Named Holder that notices, documents and information may be given, sent or supplied in Electronic Form or by being made available on a website shall be binding on all the joint holders of such share.

157. ADDRESS FOR SERVICE OF NOTICES

Any Member described in the Register by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at such address, but otherwise no such Member shall be entitled to receive any notice from the Company.

158. SERVICE OF NOTICES ON COMPANY

158.1 A document or information is validly sent or supplied by a member to the Company in Hard Copy Form if it is sent or supplied by hand or by post (in a prepaid envelope) to:

158.1.1 an address specified by the Company for the purpose;

158.1.2 the Office; or

158.1.3 an address to which any provision of the Statutes authorises the document or information to be sent or supplied.

158.2 A document or information may only be sent or supplied by a Member to the company in Electronic Form if the company has notified the Members that the document or information may be sent or supplied in that form (and not revoked that agreement).

158.3 Subject to Article 158.2 above, where a document or information is sent or supplied by Electronic Means, it may only be sent or supplied to an Address:

158.3.1 specified for the purpose by the Company (generally or specifically); or

158.3.2 deemed by a provision of the Statutes to have been so specified.

158.4 Subject Article 158.2 above, where a document or information is sent or supplied in Electronic Form by hand or by post, it must be sent or supplied to an address to which it could validly be sent if it were in hard copy form in accordance with Article 158.1 above.

159. **DATE OF SERVICE**

Any notice, document or information given, sent or supplied by the Company to the Members or any of them:

159.1 by post, shall be deemed to have been given on the day following that on which the envelope containing the notice was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent;

159.2 by Electronic Means, shall be deemed to have been received by the intended recipient 48 hours after it was sent. Proof that a notice, document or information sent or supplied by Electronic Means, was properly addressed to its intended recipient shall be conclusive evidence that the notice, document or information was sent; and

159.3 By making it available on a website, shall be deemed to have been received by the intended recipient:

159.3.1 when the material was first made available on the website; or

159.3.2 if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

160. **NOTICES TO DEAD OR BANKRUPT MEMBERS**

Any notice or document delivered or sent to any Member in pursuance of these Articles shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the Register as the holder of the share and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

161. POWER TO STOP SENDING NOTICES TO UNTRACED SHAREHOLDERS

If on three consecutive occasions notices have been sent to any member in accordance with these Articles but have been returned undelivered, such member shall not thereafter be entitled to receive notices or other documents from the Company until he shall have communicated with the Company and supplied in writing to the Office a new registered address within the United Kingdom for the service of notices.

162. PUBLICATION OF NOTICES IN NEWSPAPERS

Any notice required to be given by the Company to the Members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given by advertisement which shall be inserted once in at least one leading United Kingdom national daily newspaper. Any notice given by advertisement shall be deemed to have been served at noon on the day on which the advertisement appears.

163. POSTAL STRIKES

If at any time by reason of the suspension or any curtailment of postal services in the United Kingdom the Company is unable effectively to convene a General Meeting by notices sent through the post and the Board has resolved that it is necessary to do so in the interests of the Company, a General Meeting may (subject in the case of an Annual General Meeting to Section 240) be convened by a notice advertised on the same date in at least two leading United Kingdom national daily newspapers and such notice shall be deemed to have been duly served on all Members entitled thereto at noon on the day when the advertisements appear or if the same appear on different days, at noon on the last of the days when the advertisement appears. In any such case the Company shall send confirmatory copies of the notice by post if at least five days prior to the Meeting the posting of notices again becomes practicable.

WINDING UP**164. WINDING UP**

If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the Court) the Liquidator may, with the authority of an extraordinary resolution and subject to any provision sanctioned in accordance with Section 719 (without prejudice to Section 659), divide among the Members in specie the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purposes set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the Members or different classes of Members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of Members as the Liquidator, with the like authority, shall think fit and the liquidation of the Company may be closed and the Company dissolved, but so that no Member shall be compelled to accept any shares in respect of which there is a liability. Without prejudice to Section 659, the Liquidator may make any provision referred to in and sanctioned in accordance with Section 719.

INDEMNITY

165. INDEMNIFICATION OF DIRECTORS AND OTHER OFFICERS

Subject to the provisions of and so far as may be permitted by the Statutes:

- 165.1 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 in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour, or the proceedings otherwise disposed of without any finding or admission of any material breach of duty on his part, or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted by the Court; and
- 165.2 the Company shall be entitled to purchase and maintain for any such Director, Auditor, Secretary or other officer, insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to the Company.

