

**ARTICLES OF ASSOCIATION
OF**

CHINA SHOTO PLC

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
CHINA SHOTO PLC

(ADOPTED BY SPECIAL RESOLUTION PASSED ON 16 JUNE 2009)

PRELIMINARY

1 The regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 shall not apply to the Company.

2 In these articles, unless the context otherwise requires -

(a) **‘the Act’** means the Companies Act 2006 and every statutory modification or re-enactment of it for the time being in force;

‘address’ in relation to electronic communications includes any number or address used for the purposes of such communications;

‘AIM’ means AIM, a market operated by the Stock Exchange;

‘these articles’ means these articles of association as originally adopted or as altered from time to time by special resolution;

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

'communication' means the same as in the Electronic Communications Act 2000;

'dividend' includes all moneys payable on or in respect of a share;

'electronic communication' means the same as in Electronic Communications Act 2000;

'the office' means the registered office of the Company;

'paid up' includes credited as paid up;

'recognised clearing house' and **'recognised investment exchange'** means any clearing house or investment exchange (as the case may be) granted recognition under the Financial Services and Markets Act 2000;

'the Regulations' means the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) and any modifications to them and any substitutions for them for the time being in force;

'the seal' means the common seal of the Company and includes any official seal kept by the Company by virtue of sections 39 or 40 of the Act;

'the secretary' includes any person appointed by the directors to perform any of the duties of the secretary;

'the Stock Exchange' means the London Stock Exchange plc;

'the UK Listing Authority' means the Financial Services Authority as competent authority to decide on the admission of securities to the Official List;

'the United Kingdom' means Great Britain and Northern Ireland; and

- (b) references to a share being in uncertificated form are references to that share being an uncertificated unit of a security and references to a share being in certificated form are references to that share being a certificated unit of a security provided that any reference to a share in uncertificated form applies only to a share of a class which is, for the time being, a participating security, and only for so long as it remains a participating security; and
- (c) subject as aforesaid, any word or expression to which a meaning is assigned by the Act or the Regulations has the meaning so assigned to it on the date on which these articles become binding on the Company.

3 In these articles -

- (a) powers of delegation shall not be restrictively construed but the widest interpretation shall be given thereto;
- (b) the word '**directors**' in the context of the exercise of any power contained in these articles includes any committee consisting of one or more directors, any director holding executive office and any local or divisional directors, manager or agent of the Company to which or, as the case may be, to whom the power in question has been delegated;
- (c) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and
- (d) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by another body or person who is for the time being authorised to exercise it under these articles or under another delegation of the power.

SHARE CAPITAL

- 4 The share capital of the Company is £10,000,000 divided into 100,000,000 ordinary shares of £0.10 each (**'ordinary shares'**).
- 5 Subject to the provisions of the Act relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant to the Act, all unissued shares shall be at the disposal of the directors and they may allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times and on such terms as they think proper.
- 6 The Company may -
- (a) subject to the provisions of the Act and without prejudice to any rights or privileges attached to any class of shares forming part of the capital for the time being of the Company, issue any share in the Company with such preferred, deferred or other special rights or privileges, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the directors may determine but no share shall be issued at a discount;
 - (b) subject to the provisions of the Act and without prejudice to any rights or privileges attached to any class forming part of the capital for the time being of the Company issue shares of any class which are to be redeemed or are liable to be redeemed at the option of the holder or the Company on such terms and in such manner as the Company may by special resolution determine; and
 - (c) subject to and in accordance with the provisions of the Act, purchase, or enter into a contract under which it will or may purchase, any of its own shares of any class (including redeemable shares) at any price (whether at par or above or below par) and any shares to be so purchased may be selected in any manner whatsoever but so that if there shall be in issue any shares which are admitted to the Official List of the UK Listing Authority or to AIM and which are convertible into equity share capital of the Company of the class proposed to be

purchased, then the Company shall not purchase, or enter into a contract under which it will or may purchase, such equity shares unless either -

- (i) the terms of issue of such convertible shares include provisions permitting the Company to purchase its own equity shares or providing for adjustment to the conversion terms upon such a purchase; or
- (ii) the purchase, or the contract, has first been approved by an special resolution passed at a separate meeting of the holders of such convertible shares.

7 If the Company shall purchase any of its shares pursuant to any provision of these articles, it may -

- (a) cancel such shares; or
- (b) hold such shares (or any of them) as treasury shares and deal with any of them, at any time, in accordance with section 727 and 729 of the Act,

and if the Company cancels any such shares, the authorised share capital corresponding to the amount of the cancelled issued share capital shall (as the directors may in their absolute discretion determine) be divided into shares of the same class of a like nominal amount as the cancelled shares or into shares of any other class into which the authorised share capital is then divided of a like nominal amount (as nearly as may be) as the shares of that class or into unclassified shares of such nominal amount as the directors may decide. Any sub-division or consolidation of any shares necessary to give effect to this article shall be deemed to have been implemented by the Company in general meeting pursuant to this article.

8 The Company may, subject to the provisions of the Act, pay a commission to any person in consideration of his subscribing or procuring subscriptions for shares in the Company or agreeing to do so. The Company may also pay on any issue of shares such brokerage as may be lawful.

- 9 Except as required by law or as provided by these articles, the Company shall not be bound by or recognise any trust upon which a share is held or any interest in a share except the absolute right of the registered holder to the entirety thereof.
- 10 The directors may, if they think fit, recognise a renunciation of the allotment of a share by the allottee in favour of another person at any time before the allottee has been registered as the holder of the share and they may accord to an allottee of a share a right of renunciation on such terms and conditions as they think fit.

VARIATION OF RIGHTS

- 11 Subject to the provisions of the Act all or any of the rights or privileges attached to any class of shares forming part of the capital for the time being of the Company may be affected, modified, dealt with or abrogated in any manner either with the consent in writing of the holders of three-quarters in nominal value of the issued shares of the class (excluding any treasury shares) or with the sanction of a special resolution passed at a separate meeting of the members of that class. The provisions of this article shall apply to the modification or abrogation of the rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.
- 12 The rights attached to any shares having preferred rights in respect of dividend or repayment of capital shall (subject to the terms of allotment of those shares) be deemed to be varied by the allotment of further shares ranking in priority in respect of dividend or repayment of capital but shall not be varied by the allotment of further shares ranking *pari passu* therewith but in no respect in priority thereto or by the purchase by the Company of any of its own shares.

SHARE CERTIFICATES

13 Without prejudice to any powers which the Company or the directors may have to issue, allot, dispose of, convert, or otherwise deal with or make arrangements in relation to, shares and other securities in any form -

(a) the holding of shares in uncertificated form and the transfer of title to such shares by means of a relevant system shall be permitted; and

(b) the Company may issue shares in uncertificated form and may convert shares from certificated form to uncertificated form and vice versa; and

if and to the extent that any provision of these articles is inconsistent with such holding or transfer as is referred to above or with any provision of the Regulations, it shall not apply to any share in uncertificated form. Notwithstanding anything else contained in these articles, where any class of shares is, for the time being, a participating security, unless the directors otherwise determine, shares of any such class held by the same holder or joint holders in certificated form and uncertificated form shall be treated as separate holdings. For the avoidance of doubt, a class of share shall not be treated as two classes by virtue only of that class comprising shares in both certificated and uncertificated form or as a result of any provision of these articles or the Regulations which apply only in respect of shares in certificated or uncertificated form.

14 Subject to the provisions of articles 15 and 16, the Company shall issue to every holder of shares (except a person to whom the Company is not required by law to issue a certificate), within the time allowed by the Act and without payment, a certificate for the shares of each class held by him and, upon a transfer of part of those shares, a certificate for the shares retained by him. Every certificate shall be executed by the Company in such manner as the directors may decide (which may include under the seal and/or manual or facsimile signatures by one or more directors) and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount paid up thereon.

- 15 The following further provisions shall apply in respect of certificates for shares in the Company -
- (a) delivery of a certificate to one of several joint holders shall be sufficient delivery to all the holders and the Company shall not be bound to issue more than one certificate for those shares;
 - (b) a member may, without charge, surrender for cancellation the certificate or certificates for the shares held by him in return for the issue in lieu of several certificates, each for such part of his holding as he may request, or a single certificate for the whole of his holding;
 - (c) notwithstanding anything contained in these articles, the Company shall not be bound to issue a certificate -
 - (i) representing shares of more than one class or more than one certificate for any one share, whether or not held jointly by several persons; or
 - (ii) for shares held by a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange in respect of which the Company is not required by law to complete and have ready for delivery a certificate;
 - (d) if a share certificate is worn out or defaced or is alleged to have been stolen, destroyed or lost, it may be renewed in the case of wearing out or defacement, on surrender of the old certificate or, in the case of allegation of theft, destruction or loss, on such terms as to evidence, indemnity and the payment of the Company's incidental expenses as the directors may require;
 - (e) in the case of shares held jointly by several persons any request referred to in this article may be made by any one of the joint holders; and

- (f) the Company shall not be bound to register more than four persons as the joint holders of a share, except in the case of executors or trustees of a deceased member.

16 Articles 14 and 15 shall not apply in relation to shares in uncertificated form.

CALLS ON SHARES

17 The directors may (subject to the terms of allotment of the shares) make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal amount or by way of premium) by giving at least fourteen clear days' notice specifying the time and place of payment of each call. Each member shall be liable (notwithstanding the subsequent transfer of the share on which the call was made) to pay the amount of every call so made upon him at the time and place so specified. The joint holders of a share shall be jointly and severally liable to pay all calls on the share. A call may be made payable by instalments, may be wholly or partly revoked or postponed as the directors may determine, and shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.

18 If a call or any instalment of a call on a share remains unpaid after the time fixed for payment, the person from whom it is due shall pay interest on the amount unpaid from the day fixed for payment to the day of actual payment at the rate provided by the terms of allotment of the share or, if no rate is so provided, at such rate, not exceeding 15 per cent. per annum or, if higher the appropriate rate (as defined by the Act), as the directors may think fit. Such person shall also pay all costs, charges and expenses which the Company has incurred or become liable for to procure payment of or as a result of the non-payment of the call or instalment. The directors may waive payment of the whole or any part of the interest, costs, charges and expenses.

19 Any sum payable in respect of a share on allotment or on any fixed date (whether on account of the nominal amount or by way of premium or as an instalment of a call) shall be deemed to be a call and, if it remains unpaid after the date fixed for payment, the

provisions of these articles shall apply as if the sum were a call duly made and notified. In the case of non-payment all the relevant provisions of these Articles as to payment of interest, costs, charges and expenses, for failure or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.

- 20** The directors may, on the issue of shares, differentiate between the holders as to the amounts and times of payment of calls on their shares.
- 21** The directors may, if they think fit, accept from a member any amount uncalled and unpaid on any share held by him and such payment in advance of a call shall extinguish pro tanto the liability upon the shares in respect of which it is made, and the Company may, until the amount would (but for the advance) have become presently payable, pay interest on the amount so advanced at such rate, not exceeding 15 per cent. per annum or, if higher, the appropriate rate (as defined in the Act), as may be agreed between the member and the directors. The member shall not be entitled to participate in respect of the advance in a dividend subsequently declared. The Directors may repay the amount advanced upon giving to the member one month's notice in writing.

LIEN AND FORFEITURE OF SHARES

- 22** The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The Company's lien on a share shall extend to all dividends payable on it. The directors may wholly or partly exempt any share from the provisions of this article upon such terms as they think fit.
- 23** If any moneys called or payable at a fixed time on a share shall remain unpaid after the time fixed for payment or if any moneys for which the Company has a lien on a share shall be presently payable, the directors may give to the holder or other person entitled to the share notice -

- (a) demanding payment of the amount of the moneys so called or payable, together with any accrued interest thereon and any costs, charges and expenses incurred by the Company by reason of such non-payment, on or before such date (being not earlier than fourteen clear days after the notice was given) and at such place as the notice shall specify; and
 - (b) stating that, if the notice is not complied with, the shares in question will be liable to be forfeited or sold, as the case may require.

- 24 If the notice is not complied with, the directors may, while any of the moneys demanded by it remain unpaid -

 - (a) forfeit any share on which any of the moneys were called, together with any dividend declared thereon but not paid before forfeiture; or
 - (b) sell any share on which the Company has a lien for any of the moneys on such terms and in such manner as they think fit.

- 25 Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of, either to the person who was before the forfeiture the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the directors think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid. The provisions of article 40 shall apply to any such sale, re-allotment or other disposal. The directors may, at any time before the sale, re-allotment or disposal, revoke the forfeiture on such terms as they think fit.

- 26 A member whose share has been forfeited shall cease to be a member in respect of the forfeited share (and shall in respect of shares held in certificated form, surrender to the Company for cancellation the certificate for such shares); but he shall nevertheless remain liable to pay to the Company, without any deduction or allowance for the value of the share at the time of forfeiture, all calls made and not paid on the share at the time

of forfeiture, together with all interest accrued thereon at 15 per cent. per annum (or such lower rate as the directors may determine) from the date of forfeiture to the date of payment but the directors may in their absolute discretion waive payment (whether of the amount called or of such interest) in whole or in part.

- 27** The proceeds of sale of a share sold to satisfy a lien of the Company shall be applied, after payment of the costs of sale, in or towards payment of the moneys presently payable to the Company for which the lien existed, and any residue shall, upon surrender to the Company for cancellation of the certificate for the shares sold in the case of shares held in certificated form (subject to a like lien thereon in respect of any moneys not presently payable) be paid to the holder of or other person entitled to the share immediately before the sale.
- 28** The directors may accept the surrender of any share which they are in a position to forfeit upon such terms and conditions as may be agreed and, subject to any such terms and conditions, a surrendered share shall be treated as if it had been forfeited.
- 29** The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the person whose share is forfeited and the Company, except only such of those rights and liabilities as are by these articles expressly stated, or as are by the Act given or imposed in the case of past members.

TRANSFER OF SHARES

- 30** Where any class of shares is, for the time being, a participating security, title to shares of that class which are recorded on an Operator register of members as being held in uncertificated form may be transferred by means of the relevant system concerned.
- 31** All transfers of shares held in certificated form shall be in writing in any usual form or in any other form approved by the directors and shall be signed by or on behalf of the

transferor and, in the case of a share which is not fully paid, by or on behalf of the transferee.

- 32** The directors may, in the case of shares in certificated form, in their absolute discretion and without assigning any reason, refuse to register any transfer of any share which is not fully paid (provided that where any such shares are traded via a recognised clearing house or recognised investment exchange, the refusal does not prevent dealings in the shares taking place on an open and proper basis).
- 33** The directors may also refuse to register any transfer of shares in certificated form unless the instrument of transfer -
- (a)** is lodged (duly stamped if required) at the office or such other place as the directors may appoint, accompanied by the certificate for the shares to which it relates (unless a certificate has not been issued) and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and
 - (b)** is in respect of only one class of shares.
- 34** The directors may also refuse to register a transfer of any share held in certificated form (whether fully paid or not) -
- (a)** to an entity which is not a natural or legal person;
 - (b)** to a minor; or
 - (c)** to be held jointly by more than four persons.
- 35** The directors may also refuse to register a transfer of any share in uncertificated form to a person who is to hold it thereafter in certificated form in any case where under the

Regulations the Company is entitled to refuse to register the transfer or is excepted from the requirement to register the transfer.

- 36** If the directors refuse to register a transfer of shares they shall send to the transferee notice of the refusal within two months after the date on which, in respect of shares in certificated form, the transfer was deposited with the registrars for the time being of the Company or, in respect of shares in uncertificated form to a person who is to hold them thereafter in certificated form, the date on which the Operator's instruction was received by or on behalf of the Company.
- 37** No fee shall be charged by the Company for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
- 38** All instruments of transfer which are registered shall be retained by the Company, but any instrument of transfer which the directors refuse to register shall (except in the case of fraud) be returned to the person by whom it was lodged for registration.
- 39** If the directors exercise any power given to them by these articles to sell, re-allot or otherwise dispose of a share including, without limitation, the powers of sale conferred on them by articles 25 and 158 -
- (a)** the directors may, in the case of a share held in certificated form, authorise any person to execute an instrument of transfer of the share to, or in accordance with the directions of, the person to whom it is disposed of; and in the case of a share held in uncertificated form, the directors may, to enable the Company to deal with the share in accordance with the provisions of the articles, require the Operator of a relevant system to convert the share into certificated form and after such conversion may authorise any person to execute an instrument of transfer and to take such other steps (including the giving of directions to or on behalf of the holder, who shall be bound by them) as they think fit to effect the transfer;

- (b) the person to whom the share is transferred or re-allotted shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) for its disposal and his title to the share shall not be affected by any irregularity in or invalidity of the proceedings relating to the disposal; and
- (c) a statutory declaration by a director or the secretary of the Company that the share has been sold, re-allotted or otherwise disposed of on a specified date in accordance with the provisions of these articles shall be conclusive evidence of the facts stated in the declaration against any person claiming to be entitled to the share.

TRANSMISSION OF SHARES

- 40** Upon the death of a member the survivor or survivors, where the deceased was a joint holder of shares, and his legal personal representatives, where he was a sole or only surviving holder of shares, shall be the only persons recognised by the Company as having any title to his interest in those shares; but the estate of a deceased holder shall remain liable in respect of any share held solely or jointly by him.
- 41** A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon producing such evidence of title as may be required by the directors, elect either to be registered himself as the holder of the share by giving to the Company notice signed by him that he so elects, or to have some other person registered as the holder of the share by executing an instrument of transfer of the share to that person. All the provisions of these articles relating to the transfer of shares shall apply to the notice or the instrument of transfer as if it were an instrument of transfer executed or made by the member and his death or bankruptcy had not occurred.
- 42** The directors may at any time give notice requiring a person becoming entitled to a share in consequence of the death or bankruptcy of a member to elect either to be registered himself or to transfer the share and if the notice is not complied with within

60 days of the date of such notice, the directors may thereafter withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with.

- 43** A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall, upon producing such evidence of title as may be required by the directors and, subject to the provisions of article 40, have the rights to which he would be entitled if he were the registered holder of the share, except that, before being registered as the holder of the share, he shall not be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

ALTERATION OF CAPITAL

- 44** The Company may by ordinary resolution -

- (a)** increase its share capital by such sum, divided into shares of such amount, as the resolution prescribes;
- (b)** consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c)** subject to the provisions of the Act, subdivide all or any of its shares into shares of a smaller amount than is fixed by the memorandum of association; and
- (d)** 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;

and, subject to the provisions of the Act, may by special resolution reduce its share capital, capital redemption reserve, share premium account or other undistributable reserve in any manner.

- 45 If on a consolidation or sub-division of shares any members would become entitled to fractions of shares, the directors may settle the matter as they see fit and in particular they may sell the shares representing the fractions and shall distribute, in due proportions, the proceeds of sale (after deduction of the costs of sale) among those members save that, where the aggregate amount due to any member as a result of such sale is less than £2.50, such amount may be retained by the Company for its own benefit, and the directors may authorise some person to transfer the shares to, or in accordance with the directions of, the purchaser. So far as the Act and the Regulations may allow, the directors may cause any shares arising on consolidation or subdivision and representing fractional entitlements to be issued in certificated form where this is desirable to facilitate the sale thereof.
- 46 The resolution by which any share is sub-divided may determine that, as between the shares resulting from the sub-division, any share may have such preferred, deferred or other rights or be subject to such restrictions as compared to the other as the Company has power to attach to unissued or new shares.
- 47 All new shares shall be subject to the provisions of these articles and, unless otherwise provided by these articles, by the resolution creating the new shares or by the conditions of issue, the new shares shall be unclassified shares.

GENERAL MEETINGS

- 48 An annual general meeting shall be held not more than 18 months after the incorporation of the Company and subsequently once in every year, at such time (within a period of not more than 15 months after the holding of the last preceding annual general meeting) and place as may be determined by the directors.
- 49 Subject to the following provisions of this Article, the directors may whenever they think fit convene a general meeting and, on a requisition of members made in accordance with the Act, shall convene an general meeting in accordance with the requirements of the Act. A general meeting may be convened by one third of the

directors of the Board at any time or at least two members holding at least ten per cent of the voting rights of the Company in general meeting between them (other than a member holding treasury shares).

NOTICE OF GENERAL MEETINGS

50 An annual general meeting shall be called by at least twenty-one clear days' notice in writing and general meetings shall be called by at least fourteen clear days' notice in writing. The notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. Every notice shall specify the date, time and place of the meeting and, in the case of special business, the general nature of the special business to be transacted. All business shall be deemed special at an annual general meeting with the exception of -

- (a) the declaration of dividends;
- (b) the consideration and adoption of the accounts and balance sheet and the reports of the directors and auditors and other documents required to be annexed to the accounts;
- (c) the appointment and re-appointment of directors;
- (d) the appointment of auditors where special notice of the resolution for such appointment is not required by the Act; and
- (e) the fixing of, or the determination of the method of fixing, the remuneration of the directors or auditors.

References in this article and in article 52 to notice in writing include notice sent by electronic communications and notice published on a website in accordance with the Act.

- 51 There shall appear with reasonable prominence in every notice of meeting a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of him and that a proxy need not be a member of the Company. The notice shall, in the case of an annual general meeting, specify the meeting as such, and, in the case of a meeting to pass a special resolution, specify the intention to propose the resolution as a special resolution, as the case may be. Subject to the provisions of these articles and to any restrictions imposed on any shares, the notice shall be given to all the members and to the directors and auditors of the Company, provided that the Company may determine that only those persons on the register at the close of business on a day determined by the Company, such day being no more than 21 days before the day that notice of the meeting is sent, shall be entitled to receive such notice. For the purposes of determining which persons are entitled to attend or vote at a meeting and how many votes such person may cast, the Company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the register in order to have the right to attend or vote at the meeting.
- 52 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting. Any member present at a meeting, whether in person or by proxy or by a duly authorised representative of a corporation, shall be deemed to have received notice of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 53 No business shall be transacted at any general meeting unless a quorum is present, but the absence of a quorum shall not preclude the choice or appointment of a chairman, which shall not be treated as part of the business of the meeting. Except as otherwise provided in these articles, two persons entitled to vote at the meeting, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

- 54** If a quorum is not present within fifteen minutes from the time appointed for the meeting (or such longer period as the chairman of the meeting may allow) or if during the meeting a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved and, in any other case, shall stand adjourned to the same day in the next week at the same time and place, or to such day, time and place as the chairman may determine. If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for the meeting, any two persons entitled to be counted in a quorum at the meeting shall be a quorum.
- 55** The chairman of the board of directors or, in his absence or if there be no such chairman, a director nominated by the directors shall preside as chairman at every general meeting; but if neither such chairman nor such a director is present within five minutes after the time appointed for the meeting or is not willing to preside, the directors present shall elect one of their number to be chairman or, if there is only one director present who is willing to preside, he shall be chairman. If no director who is willing to preside is present within five minutes after the time appointed for the meeting, the members present and entitled to vote shall elect one of their number to be chairman.
- 56** The chairman of the meeting may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time or sine die and from place to place. No business shall be transacted at an adjourned meeting except business which might properly have been transacted at the meeting from which the adjournment took place. In addition, the chairman may adjourn the meeting to another time and place without such consent if it appears to him that it is likely to be impracticable to hold or continue that meeting because of the number of members wishing to attend who are not present.
- 57** If a meeting is adjourned for fourteen days or more or sine die, at least seven clear days' notice specifying the time and place of the adjourned meeting and the general nature of

the business to be transacted shall be given. Otherwise notice of an adjourned meeting need not be given.

- 58** A director may, notwithstanding that he is not a member, attend and speak at any general meeting.
- 59** If an amendment proposed to a resolution shall be allowed or ruled out of order by the chairman of the meeting in good faith, any error in the ruling shall not invalidate the proceedings on the substantive resolution. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted on. An amendment to a special resolution (except an amendment to correct a patent clerical error) shall not be allowed. Except with the consent of the chairman of the meeting, no amendment to a resolution may be proposed unless, at least 48 hours prior to the time appointed for holding the meeting or adjourned meeting at which the resolution is to be proposed, notice of the terms of the amendment and intention to move the same has been sent to the Company at the office or an address notified by the Company for the purpose of receiving electronic communications.
- 60** A resolution put to the vote of a general meeting shall be decided on a show of hands unless, before or on the declaration of the result of the show of hands, a poll is demanded by -
- (a)** the chairman of the meeting; or
 - (b)** at least three members present in person or by proxy having the right to vote at the meeting; or
 - (c)** a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

- (d) a member or members present in person or by proxy holding shares 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 (excluding any treasury shares) conferring that right;

and a demand by a person as proxy for a member shall be as a demand by the member.

- 61 Unless a poll is duly demanded and not withdrawn a declaration by the chairman of the meeting that a resolution has been carried, carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 62 A poll demanded on the election of a chairman of the meeting or on the question of an adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either immediately or at such time (being not more than thirty days after the poll was demanded) and place as the chairman of the meeting directs. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which the poll has been demanded.
- 63 A poll shall be taken in such manner as may be directed by the chairman of the meeting, who may (and if so directed by the meeting shall) appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- 64 The demand for a poll may be withdrawn before the poll is taken only with the consent of the chairman of the meeting. If the demand is so withdrawn, the meeting shall continue as if it had not been made and its withdrawal shall not invalidate the result of a show of hands declared before the demand was made.

- 65 If a poll is not taken immediately and if the time and place at which it is to be taken are not announced at the meeting at which it was demanded, seven clear days' notice of the time and place shall be given. Otherwise notice of a poll need not be given.
- 66 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 casting vote in addition to any other vote he may have.

VOTES OF MEMBERS

- 67 Subject to section 726 of the Act, articles 71 and 72 and any rights or restrictions attached to any shares, on 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, or in either case is present by proxy not being himself a member entitled to vote, shall have one vote and on a poll shall have one vote for every share of which he, or the member he represents, is the holder.
- 68 If two or more joint holders of a share tender a vote in respect of the same share (whether in person or by proxy), the vote so tendered by the first named of those holders in the register of members in respect of the share shall be accepted to the exclusion of any other vote so tendered.
- 69 If an order has been made by a court of competent jurisdiction or official having jurisdiction (whether in the United Kingdom or elsewhere) for the appointment of a receiver or other person to exercise powers with respect to the property or affairs of a member on the ground (however formulated) of mental disorder, the receiver or other person may on behalf of that member exercise the right of voting (in person or by proxy) at a general meeting. Such evidence of the appointment as the directors may require shall be deposited at the place specified for the deposit of instruments of proxy for use at the meeting not less than forty-eight hours before the time appointed for the meeting or adjourned meeting at which the right to vote is to be exercised, and in default the right shall not be exercisable.

- 70 Unless the directors otherwise determine, a member shall not be entitled to vote at any general meeting of the Company (either in person or by proxy) or to exercise any other right conferred by membership in relation to shareholders' meetings in respect of any share held by him unless all sums presently payable by him in respect of that share have been paid.
- 71 If at any time the directors are satisfied that any member, or any other person appearing to be interested in shares held by such member, has been duly served with a notice under section 793 of the Act (**'a section 793 notice'**) and is in default for the prescribed period in supplying to the Company the information thereby required, or, in purported compliance with such a notice, has made a statement which is false or inadequate in a material particular, then the directors may, in their absolute discretion at any time thereafter by notice (**'a direction notice'**) to such member direct that -
- (a) in respect of the shares in relation to which the default occurred (**'the default shares'**, which expression shall include any other shares held by the member and any further shares which are issued in respect of such shares) the member shall not (for so long as the default continues) nor shall any transferee to whom any of such shares are transferred (other than pursuant to an approved transfer or pursuant to article 72(b)(iv) below) be entitled to attend or vote either personally or by proxy at any general meeting or at any separate meeting of the holders of any class of shares in the Company or to exercise any other right conferred by membership in relation to shareholders' meetings;
 - (b) where the default shares represent at least one quarter per cent of the class of shares concerned, then the direction notice may additionally direct that -
 - (i) except in a liquidation of the Company, no payment shall be made of any sums due from the Company on the default shares, whether in respect of capital or dividend or otherwise and no election shall be made to receive ordinary shares instead of dividends in cash, and the Company shall not

meet any liability to pay interest on any such payment when it is finally paid to the members;

- (ii)** no other distribution shall be made on the default shares;
 - (iii)** shares issued in right of shares, any right attaching to which is for the time being suspended pursuant to this article shall, on issue, become subject to the same suspension of rights as the shares in right of which they are issued. For this purpose, shares which the Company offers or procures to be offered to shareholders pro rata (or pro rata ignoring fractional entitlements and shares not offered to certain members by reason of legal or practical problems associated with offering shares outside the United Kingdom) shall be treated as shares issued in right of other shares;
 - (iv)** no transfer of any of the shares held by such members shall be registered unless (a) the member is not himself in default as regards supplying the information requested and the transfer (or other requirement of the Regulations or the relevant system) when presented for registration is accompanied by a certificate by the member in such form as the directors may in their absolute discretion require to the effect that after due and careful enquiry the member is satisfied that no person is in default as regards supplying such information is interested in any of the shares the subject of the transfer; or (b) the transfer is an approved transfer;
- (c)** in the case of shares held in uncertificated form, the directors may only exercise their discretion not to register a transfer if permitted to do so by the Regulations but may, to enable the Company to deal with the shares in accordance with the provisions of this article, require the Operator of a relevant system to convert the shares into certificated form;

- (d) the Company shall send to each other person appearing to be interested in the shares the subject of any direction notice a copy of the notice, but the failure or omission of the Company to do so shall not invalidate the notice;
- (e) any direction notice shall cease to have effect -
 - (i) in relation to any shares which are transferred by such member by means of an approved transfer or in accordance with article 74(b)(iv) above; or
 - (ii) when the directors are satisfied that such member and any other person appearing to be interested in the shares held by such member, has given to the Company the information required by the relevant section 793 notice;
- (f) the directors may at any time give notice cancelling a direction notice; and
- (g) the suspension or continued suspension of any right attaching to any share in accordance with this article shall not give rise to any liability on, or claim or action against, the Company, the directors or any officer of the Company, except in the case of bad faith by the Company, directors or officer as the case may be.

72 For the purposes of article 71 -

- (a) a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under section 793 of the Act which either (a) names such person as being so interested or (b) fails to establish the identities of all those interested in the shares and (after taking into account the said notification and any other relevant section 793 notification) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares;

- (b) the prescribed period is 14 days from the date of service of the relevant section 793 notice;
- (c) a transfer of shares is **an approved transfer** if but only if -
 - (i) it is a transfer of shares to an offeror by way or in pursuance of acceptance of a take-over offer (as defined in section 974 of the Act);
 - (ii) the directors are satisfied that the transfer is made pursuant to a sale of the whole of the beneficial ownership of the shares the subject of the transfer to a party unconnected with the member and with other persons appearing to be interested in such shares; or
 - (iii) the transfer results from a sale made through a recognised investment exchange or any other stock exchange outside the United Kingdom on which the Company's shares are normally traded.

Nothing contained in article 73 shall limit the power of the Company under section 794 of the Act.

- 73** No objection shall be raised to the qualification of any voter of shares except at the meeting or adjourned meeting at which the vote in dispute is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- 74** The appointment of a proxy shall be in any usual form or in any other form approved by the directors, and shall be executed by the appointor or duly authorised agent or, if the appointor is a corporation, either under its common seal or by an officer or duly authorised agent. A proxy need not be a member of the Company. The appointment of a proxy shall be deemed to include the right to demand or join in demanding a poll but shall not confer any further right to speak at the meeting, except with the permission of the chairman of the meeting.

75 A member may appoint more than one proxy to attend the same meeting. If a member appoints more than one proxy, he shall specify the number of shares in respect of which each proxy is entitled to exercise the relevant votes and shall ensure that no proxy is appointed to exercise the votes which any other proxy has been appointed by that member to exercise.

76 To be valid, the appointment of a proxy and the authority (if any) under which it is executed, or a copy of the authority certified in accordance with the Powers of Attorney Act 1971 or in another way approved by the directors shall -

(a) in the case of an instrument in writing be deposited at the office or at such other place in the United Kingdom as is specified in, or in any document accompanying, the notice convening the meeting not less than 48 hours before the time appointed for the meeting or adjourned meeting or (in the case of a poll taken more than 48 hours after it was demanded) the time appointed for taking the poll at which it is to be used; or

(b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -

(i) in the notice convening the meeting, or

(ii) in any instrument of proxy sent out by the company in relation to the meeting, or

(iii) in any invitation contained in an electronic communication to appoint a proxy issued by the company in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;

Unless the contrary is stated in the appointment of a proxy, it shall be valid also for any adjournment of the meeting to which it relates. Delivery or receipt of an appointment of a proxy shall not preclude a member from attending or voting at the meeting or poll concerned.

- 77** A vote cast or a poll demanded by a proxy or by the authorised representative of a corporation shall not be invalidated by the previous termination of his authority unless notice of the termination has been received by the Company at the office or at the place specified for the deposit of instruments of proxy for use at the meeting or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received, not less than three hours before the time appointed for the meeting or adjourned meeting at which the vote is cast or the poll demanded or (in the case of a vote cast at a poll not taken on the day it was demanded) the time appointed for taking the poll.

NUMBER OF DIRECTORS

- 78** Unless otherwise determined by the Company by ordinary resolution, the number of directors (exclusive of alternate directors) shall be not less than three nor more than nine.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 79** Subject to the provisions of these articles, one-third of the directors subject to retirement by rotation or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third shall retire from office at each annual general meeting; but if their number is two one of them shall retire and if their number is one he shall retire.
- 80** Subject to the provisions of the Act and these articles, the directors to retire at each annual general meeting shall include any director who wishes to retire or who is due to retire at the meeting and is unwilling or ineligible to be reappointed and any further

directors so to retire shall be those who have been longest in office since their appointment or last reappointment. As between directors who were appointed or last reappointed on the same day the directors to retire shall, in the absence of agreement between them, be selected by lot.

81 If, at any meeting at which a director retires by rotation, the Company does not fill the vacancy, the retiring director, if willing to act, shall be deemed to be reappointed, unless at the meeting it is resolved not to fill the vacancy or a resolution for the reappointment of the director is put to the meeting and lost.

82 No person other than a director retiring at the meeting shall be appointed a director at any general meeting unless -

(a) he is recommended by the directors for appointment; or

(b) not less than seven and not more than forty-two clear days before the day appointed for the meeting, notice executed by members entitled to vote at the meeting and representing at least ten per cent of the voting rights of the Company in general meeting of the intention to propose the person for appointment and notice executed by the person to be proposed indicating his willingness to be appointed and stating the particulars which would be required to be entered in the Company's register of directors were he so appointed have been deposited at the office or, where the notices are contained in electronic communications, have been duly received at the address specified by the Company for the purposes of receiving such communications.

83 A person willing to act may be appointed a director, either to fill a casual vacancy or as an additional director, by the Company by ordinary resolution (subject to the provisions of article 82) or by the directors, provided that the total number of directors shall not exceed the maximum number fixed by or in accordance with these articles. A director so appointed by the directors shall retire at the next annual general meeting, and he shall

not be taken into account in determining the directors to retire by rotation at the meeting.

84 A director who retires at a general meeting shall be eligible for reappointment. If he is not reappointed or deemed to be reappointed, he shall hold office as a director until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

85 The office of a director shall be vacated if -

- (a)** a bankruptcy order is made against him or he makes a voluntary arrangement with his creditors (within the meaning of the Insolvency Act 1986);
- (b)** he is, or may be, suffering from mental disorder and either -
 - (i)** 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 1984; or
 - (ii)** an order is made by a court of competent jurisdiction (whether in the United Kingdom or elsewhere) on the ground (however formulated) of mental disorder for his detention or for the appointment of a receiver or other person to exercise powers with respect to his property or affairs;
- (c)** he is prohibited by law from being a director;
- (d)** his resignation is requested by all of the other directors by notice to the Company;
- (e)** he is absent from meetings of the directors for six successive months without the permission of the directors and his alternate director (if any) has not during

that period attended in his stead and the directors resolve that his office be vacated;

- (f) not being a director holding an executive office, he resigns his office by notice to the Company; or
- (g) he ceases to be a director by virtue of the Act or is removed from office pursuant to these articles.

86 In accordance with and subject to the provisions of the Act the Company may by ordinary resolution remove any director before the expiry of his period of office (without prejudice to any claim for breach of contract between him and the Company) and, by ordinary resolution, appoint another person in place of a director so removed from office and any person so appointed shall be treated for the purpose of determining the time at which he or any other director is to retire by rotation 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. In default of such appointment the vacancy arising upon the removal of a director from office may be filled as a casual vacancy.

87 A director shall not be required to hold any shares of the Company by way of qualification.

ALTERNATE DIRECTORS

88 A director (other than an alternate director) may appoint any other director, or any other person approved by a resolution of the directors and willing to act, to be his alternate director and may remove from office an alternate director so appointed by him. The appointment of an alternate director shall cease -

- (a) if the director appointing him ceases to be a director, unless in the case of retirement at an annual general meeting he is reappointed or deemed to be reappointed at the meeting;

- (b) on the happening of any event which, if he were a director, would cause him to vacate his office as director; or
- (c) if he resigns his office by notice to the Company.

89 Every alternate director shall be entitled to receive notice of meetings of the directors and of any committee of the directors of which the director appointing him is a member and to attend and vote as a director at any such meeting at which the director appointing him is not personally present and generally to perform all the functions of a director in the absence of the director appointing him.

90 A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote for every director whom he represents (and who is not present) in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

91 An alternate director may be repaid by the Company such expenses as might properly have been repaid to him if he had been a director but shall not in respect of his services as an alternate director be entitled to receive any remuneration from the Company except such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice to the Company from time to time direct. Subject to the foregoing an alternate director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be indemnified by the Company to the same extent as if he were a director.

92 Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director, alone responsible for his own acts and defaults, and not the agent of the director appointing him.

- 93 Any appointment or removal of an alternate director shall be made by notice executed by the director making it and deposited at the office, or in any other manner approved by the directors.

EXECUTIVE DIRECTORS

- 94 The directors may, subject to the provisions of the Act, appoint one or more of their number to any executive office under the Company for such period and otherwise on such terms as they think fit and the directors may entrust to and confer upon any director holding any executive office any of the powers exercisable by them as directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
- 95 The appointment of a director to an executive office shall terminate if he ceases to be a director, but without prejudice to any claim for breach of contract between him and the Company.

DIRECTORS' BENEFITS AND INTERESTS

- 96 The ordinary remuneration of the directors (other than any executive directors appointed under the articles) shall be such amount as the directors shall from time to time determine except that such remuneration shall not exceed £100,000 per annum in aggregate or such higher amount as may from time to time be determined by ordinary resolution of the Company and shall be divisible among directors as they may agree, or, failing agreement, equally. The directors' remuneration shall accrue from day to day so that if a director holds office for part only of the period in respect of which such remuneration is payable his entitlement shall reduce proportionally.
- 97 A director shall be entitled to be paid all travelling, hotel and other expenses properly incurred by him in connection with the discharge of his duties as a director.

- 98** A director who holds an executive office or who serves on any committee or who otherwise performs services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director may be paid such extra remuneration, whether by way of salary, commission, participation in profits or otherwise, as the directors may think fit.
- 99** The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to his spouse or former spouse and to any of his dependants and may (as well before as after he ceases to hold such office) contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.
- 100** Without prejudice to the provisions of article 160 the directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or any such other company, or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of the Company or any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary or pension fund or employees' share scheme.

No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

101 Notwithstanding his office, a director may, subject to the provisions of the Act and provided that he has disclosed to the board of directors the nature and extent of any material interest of his -

- (a)** be a party to, or otherwise interested in, any contract, transaction or arrangement with the Company or with a body corporate in which the Company is interested or any transaction or arrangement in which the Company or any such body corporate is otherwise interested;
- (b)** act (and be remunerated for acting) by himself or his firm in a professional capacity for the Company (otherwise than as auditor); and
- (c)** be a director or other officer of and/or be employed (and be remunerated) by or be otherwise interested in any such body corporate.

A director shall not, by reason of his office, be accountable to the Company for any benefit which he (or his firm) derives from any such contract, transaction, action or arrangement or from any such office or employment or from any interest in any such body corporate, and no such transaction or arrangement shall be liable to be avoided by reason of his office.

For the purposes of this article -

- (i)** a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;
- (ii)** an interest of a person who is connected (within the meaning of section 252 of the Act) with a director shall be treated as an interest of the director; and

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

102 The directors may exercise the voting power conferred by the shares in any body corporate held or owned by the Company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing its members or any of them directors of such body corporate, or voting or providing for the payment of remuneration to the directors of such body corporate).

DIRECTORS' POWERS

103 Subject to the provisions of the Act, the memorandum of association and these articles and to any directions given by special resolution, the business of the Company shall be managed by the directors, who may exercise all the powers of the Company including the power to dispose of all or part of the undertaking of the Company, provided that no resolution made by the Company in general meeting shall invalidate any prior act of the directors which would have been valid if such resolution had not been made. The powers given by this article shall not be limited by any special power given to the directors by any other article.

104 The directors may appoint any person to be the agent of the Company for such purposes and with such powers not exceeding those exercisable by the directors under these articles (including the power of sub-delegation) and subject to such conditions as they think fit.

105 The directors may delegate any of their powers -

- (a) to any director; or
- (b) to any committee consisting of one or more directors.

Any such delegation may be made subject to any conditions which the directors may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked or altered. Subject to any such conditions, any such delegation shall be deemed to include authority to sub-delegate to any one or more director or to any employee or agent of the Company. Subject to any such conditions, the proceedings of a committee consisting of two or more directors shall be governed by the provisions of these articles regulating the proceedings of the directors so far as they are capable of applying and so far as the same are not superseded by any regulations which may from time to time be imposed by the directors. Any such regulations may provide for or authorise the co-option to the committee or sub-committee of persons other than directors and may provide for members who are not directors to have voting rights as members of the committee or sub-committee.

- 106** The directors may exercise all powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or any third party.

PROCEEDINGS OF DIRECTORS

- 107** The directors may regulate their proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. A director who is also an alternate director shall be entitled, in addition to his own vote, to a separate vote on behalf of each absent director for whom he is an alternate director. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

- 108** A director may, and on the request of a director the secretary shall, convene a meeting of the directors. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent to him in writing at his last known address or any other address given by him to the Company for this purpose or given to him using electronic communications to an address for the time being notified by him to the Company for the purposes of such communications. No

account is to be taken of directors absent from the United Kingdom when considering the adequacy of the period of notice of the meeting.

- 109** The quorum for the transaction of the business of the directors shall be three. An alternate director shall be counted in a quorum (provided that if the alternate director is also a director in his own right he shall only count once for the purposes of the quorum), in the absence of the director appointing him, but not less than three individuals shall constitute the quorum.
- 110** Subject to the Act, a director shall not be disqualified by his office from entering into any contract or other arrangement with the Company or in which the Company is interested, either with regard to his tenure of any office or position in the management, administration or conduct of the business of the Company or as vendor, purchaser or otherwise; nor shall a contract entered into by or behalf of the Company in which any director is in any way interested be liable to be avoided, nor shall any director so interested be liable to account to the Company for any benefit resulting from the contract, by reason of the director holding that office or of the fiduciary relationship established by his holding that office.
- 111** A director may hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period (subject to the Statutes) and upon such terms as the board may decide and may be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the board may decide, either in addition to or in lieu of any remuneration under any provision of these articles.
- 112** A director may be or become a member or director of, or hold any other office or place of profit under, or otherwise be interested in, any other company in which the Company may be interested and shall not be liable to account to the Company for any benefit received by him as a member or director of, or holder of any other office or place of profit under, or his other interest in, that company.

113 The receipt of any such benefit shall not constitute a breach of duty under Section 176 of the Companies Act 2006, and no such transaction shall be liable to be avoided on the ground of any such interest or benefit.

DIRECTORS' INTERESTS

114 A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (or any transaction or arrangement whether or not constituting a contract) with the Company or any subsidiary undertaking of the Company shall declare the nature of his interest at the board meeting at which the question of his entering into the contract or arrangement is first taken into consideration.

- (a)** For the purposes of this article, a general notice given to the board that a director is:
- (i)** a member of a specified company or firm and is to be regarded as interested in any other contract which may after the date of the notice be made with that company or firm; or
 - (ii)** 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 (within the meaning of section 252 of the Act) with him

shall be deemed to be a sufficient declaration of interest under this article in relation to any such contracts or arrangements, provided that no such notice shall be effective unless either it is given at a board meeting or the director takes reasonable steps to secure that it is brought up and read at the next board meeting after it is given.

- (b)** For the purpose of this article and article 111:
- (i)** an interest of a person who is connected with a director (within the meaning of section 252 of the Act) shall be treated as an interest of the director and, in relation to an alternate, an interest of his appointor shall be

treated as an interest of the alternate in addition to any interest which the alternate otherwise has;

- (ii) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- (iii) references to a contract includes any proposed contract and any transaction or arrangement whether or not constituting a contract.

DIRECTORS' POWER TO VOTE

115 Save as otherwise provided by these articles, a director shall not vote on any resolution concerning a matter in which he has an interest (other than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company) which is material unless his interest arises only because the case falls within one or more of the following paragraphs -

- (a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent by him to, or an obligation incurred by him at the request of or for the benefit of, the Company or any of its subsidiaries;
- (b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility (in whole or part and whether alone or jointly with others) under a guarantee or indemnity or by the giving of security;
- (c) his interest arises in relation to the subscription or purchase by him of shares, debentures or other securities of the Company pursuant to an offer or invitation to members or debenture holders of the Company, or any class of them, or to the public or any section of the public;

- (d) his interest arises by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares, debentures or other securities of or by the Company or any of its subsidiaries for subscription, purchase or exchange;
- (e) the resolution relates to a proposal concerning any other body corporate in which he is interested, directly or indirectly, and whether as an officer, shareholder, creditor or otherwise howsoever, provided that he is not the holder of or beneficially interested in one per cent. or more of any class of the equity share capital of such body corporate (or any other body corporate through which his interest is derived) or of the voting rights available to members of the relevant body corporate (any such interest being deemed for the purpose of this article to be a material interest in all circumstances);
- (f) the resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes;
- (g) the resolution relates to any contract or arrangement for the benefit of employees of the Company or of any of its subsidiaries and does not provide in respect of any director as such any privilege or advantage not accorded to the employees to whom the contract or arrangement relates; or
- (h) the resolution relates in any way to insurance which the Company proposes to maintain or purchase for the benefit of directors or for the benefit of persons who include the directors.

For the purpose of determining whether a proposal concerns a body corporate in which a director is interested, there shall be disregarded any shares held by a director as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the director's interest is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an

authorised unit trust in which the director is only interested as a unit holder. For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding for the purposes of this article any statutory modification thereof not in force when this article becomes binding on the Company), connected with a director shall be treated as an interest of the director.

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 body corporate in which the Company is interested, the proposals may be divided and considered in relation to each director separately and in such case each of the directors concerned (if not debarred from voting under this article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

If a question arises at any time as to the materiality of a director's interest or as to his entitlement to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any director other than himself shall be final and conclusive except in a case where the nature or extent of the interest of such director has not been fairly disclosed.

The directors may authorise a director's conflict of interests provided that the director concerned may not vote on any such authorisation or be counted in the quorum of the meeting of the directors in relation to a resolution giving such authorisation.

116 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote

117 The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting, or ratify any transaction not duly authorised by reason of contravention of any such provision.

- 118** The continuing directors or director may act notwithstanding a vacancy in their body; but if the number of directors is less than the minimum number of directors fixed by or in accordance with these articles, the continuing directors or director may act for the purpose only of appointing an additional director or additional directors or of convening a general meeting.
- 119** The directors may elect from their number, and remove, a chairman and deputy chairman. The chairman or, in his absence, the deputy chairman shall preside at all meetings of the directors, but if no such chairman or deputy chairman is elected or if at any meeting neither the chairman nor the deputy chairman is present within five minutes after the time appointed for the meeting, the directors present may choose one of their number to preside as chairman of the meeting.
- 120** A resolution in writing or contained in electronic communications executed by all the directors entitled to vote thereon, being directors sufficient to form a quorum of the directors, shall be as effective as a resolution passed at a meeting of the directors duly convened and held, and may consist of several documents in the like form or be contained in several electronic communications, each executed by one or more directors; but the resolution need not be executed by a director if it is executed by his alternate director or by an alternate director, in that capacity, if it is executed by the director appointing him.
- 121** All acts done by a meeting of the directors or of a committee of the directors or by a person acting as a director shall as regards all persons dealing in good faith with the Company, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly appointed, was qualified, had continued to be a director and had been entitled to vote.
- 122** Without prejudice to the first sentence of article 107, a meeting of the directors or of a committee of directors may consist of a conference between directors who are not all in

one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the other simultaneously. A director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word **'meeting'** in these articles shall be construed accordingly.

SECRETARY

123 The directors shall, subject to the provisions of the Act, appoint the secretary on such terms as they think fit and may, without prejudice to any claim for breach of contract between the Company and him, remove the secretary from office. The directors may also appoint any other person, either generally or specially, to perform all or any of the duties of the secretary.

MINUTES

124 The directors shall cause minutes to be made of the proceedings of all meetings of the Company, of any class of members of the Company and of the directors and of committees of the directors.

DESTRUCTION OF DOCUMENTS

125 Subject to compliance with the rules (as defined in the Regulations) applicable to shares of the Company in uncertificated form, the Company shall be entitled to destroy or otherwise dispose of -

- (a)** any instrument of transfer of shares, any form of renunciation of an allotment of shares and any form of application for registration as the holder of shares at any time after the expiry of six years from the date on which the transferee, the renouncee or the applicant for registration (as the case may be) was registered as the holder of the shares;

- (b) any dividend mandate, notification of change of address and cancelled share certificate at any time after the expiry of two years from the date on which it was recorded in the books or records of the Company or, in the case of a cancelled certificate, from the date of its cancellation; and
- (c) any instrument of proxy at any time after the expiry date of -
 - (i) where not used for the purpose of a poll, one month; or
 - (ii) where used for the purpose of a poll, one year from the end of the meeting to which the instrument relates.

Provided that if the document was destroyed or otherwise disposed of in good faith and without notice of any claim (regardless of the parties thereto) to which the document might be relevant, it shall be conclusively presumed in favour of the Company that every entry in its books or records purporting to have been made on the basis of the document was duly and properly made and that it was a valid and effective document in accordance with the recorded particulars in the books or records of the Company.

126 Nothing contained in article 125 shall impose upon the Company any liability which would not have attached to the Company in the absence of that article.

THE SEAL

127 The seal shall be used only with the authority of the directors or a committee of the directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined every instrument to which the seal is affixed shall be signed autographically by one director and the secretary or by two directors; but share certificates, any securities issued by the Company and any document creating or evidencing securities so issued, if the directors so resolve, need not be signed or may be signed by some mechanical method.

128 Where the Act so permits, any instrument signed, with the authority of a resolution of the directors or of a committee of directors, by one director and the secretary or by two directors and expressed to be executed by the Company as a deed shall have the same effect as if executed under the seal, provided that no instrument which makes it clear on its face that it is intended by the persons making it to have effect as a deed shall be signed without the authority of the directors.

129 A document which is executed by the Company as a deed shall not be deemed to be delivered by the Company solely as a result of its having been executed by the Company.

DIVIDENDS

130 The Company may, subject to the provisions of the Act, by ordinary resolution declare dividends, but no dividend shall exceed the amount recommended by the directors.

131 The directors may, subject to the provisions of the Act, pay interim dividends if it appears to them that they are justified by the profits available for distribution. While the preferential dividend on any share is in arrears, no interim dividend shall be paid on any other share ranking subsequently for dividend. If and so far as in the opinion of the directors the profits of the Company justify such payments, the directors may pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time pay interim dividends on shares of any class of such amounts and on such dates and in respect of such periods as they think fit. Provided the directors act in good faith they shall not incur any liability to the holders of any shares for any loss they may suffer by the lawful payment, on any other class of shares having rights ranking after or *pari passu* with those shares, of any such fixed or interim dividend as aforesaid.

132 Subject to any rights attached to any share and subject to the terms of allotment of any share, all dividends shall be apportioned and paid *pro rata* according to the amounts

paid up on the shares (otherwise than in advance of calls) during any part or parts of the period in respect of which the dividend is paid but, for the avoidance of doubt, no dividend shall be paid to the Company in respect of any treasury shares.

- 133** The Company may, upon the recommendation of the directors, by ordinary resolution direct payment of a dividend wholly or in part by the distribution of specific assets. The directors shall do all things necessary or expedient to give effect to the resolution and may fix the value of any asset for distribution, make payments in cash to any members to adjust the rights of members and vest any asset in trustees.
- 134** The directors may deduct from any dividend payable on any share held by a member all sums of money presently payable by him to the Company on account of calls or otherwise in relation to the share and may apply the same in or towards satisfaction of the moneys payable to the Company in respect of that share.
- 135** If the resolution of the Company in general meeting or of the directors declaring or paying a dividend on any shares provides that it shall be paid to the members registered as the holders of those shares at a specified time, the dividend shall be payable to those members accordingly, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares.
- 136** No dividend payable on a share shall (subject to the terms of allotment of the share) bear interest against the Company. Any dividend unclaimed for a period of twelve years from the date on which it became payable shall, if the directors so resolve, be forfeited and cease to remain owing by the Company, which shall not be constituted a trustee of an unclaimed dividend.
- 137** Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the holder of the share or, in the case of joint holders, to any one of the joint holders or to such person at such address as the holder or joint holders or the person entitled to the share may direct in writing. Every such cheque or warrant shall be made payable to the person to whom

it is sent or to such person as the holder or joint holders may direct in writing and payment of the cheque or warrant shall be a good discharge to the Company. Any dividend may also be paid by any other method (including direct debit, bank or other funds transfer system) which the directors consider appropriate and through such person as the holder or joint holder of the share may in writing direct. Every such cheque or warrant shall be sent, and every such payment or transfer shall be made, at the risk of the person entitled to the money represented thereby.

- 138** Any one joint holder of a share may give an effectual receipt for any dividend or other moneys payable or property distributable on or in respect of the share.
- 139** The Company shall not be bound to accept or act upon any waiver of the whole or any part of any dividend.
- 140** The Company shall be entitled to cease sending dividend warrants and cheques by post or otherwise to a member if such instruments have been returned undelivered to, or left uncashed by that member on at least two consecutive occasions or if, following one such occasion, reasonable enquiries have failed to establish any new address of the registered holder. The entitlement conferred on the Company by this article in respect of any member shall cease if such member claims a dividend or cashes a dividend warrant or cheque.
- 141** The directors may, before recommending any dividend, from time to time set aside out of the profits of the Company and carry such sums as they think proper as a reserve which, at the discretion of the directors, shall be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors shall think fit. The directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The directors may also without placing the same to reserve carry forward

any profits. In carrying sums to reserve and in applying the same the directors shall comply with the provisions of the Act.

- 142** Subject to the provisions of the Act, where any asset, business or property is bought by the Company as from a past date the profits and losses thereof as from such date may at the discretion of the directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

CAPITALISATION

- 143** Subject to section 551 and Part 17 of the Act, the Company may, upon the recommendation of the directors, by ordinary resolution authorise the capitalisation of any sum standing to the credit of the Company's profit and loss account or any reserve or fund (whether or not available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve or otherwise available for distribution by appropriating the sum to be capitalised to -

- (a)** those members who are the holders of the shares on which the sum would have been paid if distributable by way of dividend; and
- (b)** the Company if it is holding treasury shares,

in proportion to the nominal amount of those shares held by them respectively, and by applying the sum on their behalf either in paying up in full unissued shares in or debentures of the Company of a nominal amount equal to the sum, the shares or debentures to be allotted, credited as fully paid, to those members in the proportion aforesaid, or (subject to the provisions of the Act) in or towards paying up any amounts for the time being unpaid on any shares respectively held by those members.

144 The directors shall do all things necessary or expedient to give effect to any resolution passed pursuant to article 143 and may deal, by payment in cash or otherwise, as they think fit, with any shares or debentures becoming distributable in fractions. Whenever a resolution is passed under the preceding Article, the directors shall make all appropriations and applications of the undivided profits resolved to be capitalised. Subject to section 551 of the Act, the directors shall make all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect to the resolution. The directors may make such provision by the issue of certificates in respect of fractions or by payment in cash or otherwise as they think fit for the case of shares, debentures or securities becoming distributable in fractions. The directors may authorise any person to enter into an agreement with the Company, on behalf of the members interested, providing for the allotment to them, credited as fully paid up, of any shares, debentures or securities to which they may be entitled upon the capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application of their proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares. Any agreement made under the authority shall be effective and binding on all the members.

ACCOUNTING RECORDS AND AUDITORS

145 A copy of every 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 comprised therein or attached or annexed thereto) shall not less than 21 days before the date of the meeting be sent to every member of, and 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 Act or of these articles. Provided that this article shall not require a copy of these documents to be sent to any member to whom a summary financial statement is sent in accordance with the Act nor to more than one of joint holders nor to any person of whose address the Company is not aware, but any member or holder of debentures 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. The

Company may send any document required to be sent by this article by using electronic communications or by publishing such document on a website in accordance with the Act.

- 146** Subject to the provisions of the Act, 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 or subsequently became disqualified.
- 147** An auditor shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

NOTICES

- 148** Any notice to be given to or by any person pursuant to these articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.
- 149** A notice may be given by the Company to a member either personally or by leaving it at or sending it through the post in a prepaid envelope addressed to him at his registered address or by giving it using electronic communications to an address for the time being notified to the Company by the member or by making it available on a website and notifying a member of its availability, in accordance with 148. In the case of joint holders of a share, all notices shall be given to the holder first named in the register of members in respect of the share and notice so given shall be sufficient notice to all the joint holders.

- 150** A person entitled to a share in consequence of the death or bankruptcy of a member or otherwise by operation of law, upon supplying to the Company such evidence as the directors may reasonably require to show his title to the share, and upon supplying also an address within the United Kingdom for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the said member would have been entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice duly given to any member in pursuance of these articles shall, notwithstanding that such member be then dead or bankrupt or in liquidation, and whether or not the Company has notice of his death or bankruptcy or liquidation, be deemed to have been duly given in respect of any share registered in the name of such member as sole or first-named joint holder.
- 151** Subject to the Act the Company may also give any notice or other document under these articles to a member by publishing that notice or other document on a website provided that the following conditions are met:
- (a)** the Company and the member have agreed to the member having access to the notice or document on a website (instead of it being sent to him);
 - (b)** the notice or document is one to which that agreement applies;
 - (c)** the member is notified, in a manner for the time being agreed between him and the Company for the purpose, of:
 - (i)** the publication of the notice or document on a website;
 - (ii)** the address of that website;
 - (iii)** the place on that website where the notice or document may be accessed, and how it may be accessed;

- (iv) a statement that it concerns a notice of a general meeting served in accordance with the Act;
- (v) the place, date and time of the general meeting; and
- (vi) whether the general meeting is to be an annual or general meeting.

A notice given under this paragraph is deemed to have been given at the time of the notification under 148 above.

- (d) the notice of document is published on that website throughout the publication period and continues to be so published until the conclusion of the meeting (and any adjourned meeting), provided that, if the notice or document is published on that website for a part, but not all of, such period, the notice or document shall be treated as being published throughout that period if the failure to publish that notice or document throughout that period is wholly attributable to circumstances which it would be reasonable to have expected the Company to prevent or avoid.
- (e) In paragraph 151(d) publication period means:
 - (i) in the case of a notice of an adjourned meeting under article 57 of not less than seven clear days before the date of the adjourned meeting, beginning on the day following that on which the notice referred to in sub-paragraph (a) is sent or (if later) is deemed given; and
 - (ii) in any other case, a period of not less than 21 days, beginning on the day following that on which the notification referred to in sub-paragraph (a) is sent or (if later) is deemed given.
- (f) The board may from time to time issue, endorse or adopt terms and conditions relating to the use of electronic communications for the giving of notices, other documents and proxy appointments by the Company to members or persons

entitled by transmission and by members or persons entitled by transmission to the Company.

- (g)** A notice or other document sent by the Company to a member contained in an electronic communication shall be deemed given to the member on the day following that on which the electronic communication was sent to the member. Such a notice or other document shall be deemed given by the Company to the member on that day notwithstanding that the Company becomes aware that the member has failed to receive the relevant notice or other document for any reason and notwithstanding that the Company subsequently sends a copy of such notice or other document by post to the member.
- (h)** A notice or other document placed on the Company's website shall be deemed to be received on the day the notice of availability, given in accordance with paragraph 151(c) was deemed to have been served.

152 Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that notice was given. A notice sent by post shall be deemed to be given -

- (a)** if sent by first class post from an address in the United Kingdom or another country to another address in the United Kingdom, or as the case may be, that other country, on the day following that on which the envelope containing it was posted;
- (b)** if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, on the day following that on which the envelope containing it was posted; and

- (c) in any other case, on the second day following that on which the envelope containing it was posted.

A notice contained in an electronic communication shall be deemed to be given at the expiration of 48 hours after the time it was sent.

- 153** A member who (having no registered address within the United Kingdom) has not supplied to the Company either an address within the United Kingdom or an address for the purposes of electronic communications for the service of notices shall not be entitled to receive notices from the Company. A member who has supplied the Company only with an address for the purposes of electronic communications shall not be entitled to receive notices from the Company if the directors, in their absolute discretion determine that to do so would infringe the laws of another country.
- 154** Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before he is registered as the holder of the share, has been duly given to the person from whom he derives his title.
- 155** If at any time the Company is unable to convene a general meeting by notices sent through the post by reason of the suspension or curtailment of postal services within the United Kingdom, a general meeting may be convened by a notice advertised on the same day in at least two leading daily newspapers having national circulation (of which at least one is published in London) and the notice shall be deemed to have been duly served on all members entitled to it at noon on the day on which the advertisement appears. The Company shall send confirmatory copies of the notice by post if the posting of notices throughout the United Kingdom again becomes practicable at least seven days before the meeting.
- 156** Any director or the secretary or any person appointed by the directors for the purpose shall have power to authenticate any document affecting the constitution of the Company and any resolution passed at a shareholders' meeting or at a meeting of the directors or any committee, and any book, record, document or account relating to the

business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any book, record, document or account is elsewhere than at the office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the directors as aforesaid. A document purporting to be a copy of any such resolution, or an extract from the minutes of any such meeting, 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 any minute so extracted is a true and accurate record of proceedings at a duly constituted meeting.

UNTRACED SHAREHOLDERS

157 If three consecutive notices or communications with a shareholder are returned undelivered to the Company or returned to the Company in circumstances where the Company may reasonably assume that notices and communications sent to the registered address will not be received by the shareholder, the address given in the register of members may be deleted and replaced by that of the office or, if the register of members is not held at the office, at the address where the register of members is held. Where a shareholder's registered address is the office or the address where the register of members is held, notices and communications sent to such address will be available for collection by the shareholder until such date as a general meeting takes place or the notice or communication can no longer be acted upon, after which they may be destroyed. Upon receipt of the shareholder's new address the register of members shall be amended accordingly and thereafter all notices to and communications with the shareholder shall be sent to that new address subject to the provisions of these articles.

158 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, bankruptcy, or otherwise by operation of law if and provided that -

- (a) during the period of twelve years prior to the date of the publication of the advertisements referred to in paragraph (b) below (or, if published on different dates, the first thereof) at least three dividends in respect of the shares in question have been declared and all dividend warrants and cheques which have been sent in the manner authorised by these articles in respect of the shares in question have remained uncashed;
- (b) the Company shall as soon as practicable after expiry of the said period of twelve years have inserted advertisements both in a national daily newspaper and in a newspaper circulating in the area of the last known address of such member or other person giving notice of its intention to sell the shares; and
- (c) during the said period of twelve years and the period of three months following the publications of the said advertisements the Company shall have received no indication either of the whereabouts or of the existence of such member or persons.

If during any twelve year period referred to in paragraph (a) above, further shares have been issued in right of those held at the beginning of such period or of any previously issued during such period and all other requirements of this article (other than the requirement that they be in issue for twelve years) have been satisfied in regard to the further shares, the Company may also sell the further shares.

159 The provisions of article 41 shall apply to any sale referred to in article 158.

160 The net proceeds of any sale under article 155 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 as the directors from time to time think fit.

INDEMNITY

161 Subject to the provisions of the Act, without prejudice to any indemnity to which he may otherwise be entitled, every Officer shall, to the fullest extent permitted under the Act, be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the exercise, execution or discharge of his powers or duties or in relation thereto including, without limitation, all liabilities attaching to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the company. Subject to the provisions of the Act, the company shall provide every Officer of the company with funds to meet expenditure incurred or to be incurred by him in defending any proceedings brought against him as an Officer of the company and in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in connection with any application for relief in such proceedings.

For the purposes of this article, an **'Officer'** is any director or other officer of the company or an associated company (as such term is defined in section 232(3) of the Act) (other than in either case any person (whether or not an officer of the company or an associated company) engaged by the company or an associated company as auditor).

BORROWING

162 The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of its undertaking, property and assets (both present and future), including its uncalled capital and, subject to the Statutes, 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.

(a) The Board must 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 subsidiaries (if any) so as to secure (but as regards subsidiaries only in so far as, by the exercise of the rights or powers of control, the Board can secure) that the aggregate principal amount outstanding of all borrowings by the Group (exclusive of borrowings owing by one member of the Group to another member) does not, without the previous sanction of any ordinary resolution, exceed the greater of £15,000,000 (fifteen million pounds sterling) or three times the Adjusted Capital and Reserves.

(b) For this purpose -

(i) “the Adjusted Capital and Reserves” means at any time the aggregate of the amount paid up or credited as paid up on the issued share capital of the Company; and the amount standing to the credit of the reserves (including any share premium account, capital redemption reserve and credit balance on profit and loss account)

all as shown by the then latest audited balance sheet and without making any provision for goodwill unless already written off against the Company’s profit and loss account but after deducting any debit balance on profit and loss account (except to the extent that the deduction has already been made) and making adjustments to reflect any variation in the amount of the paid up share capital, share premium account or capital redemption reserve since the date of the audited balance sheet;

(ii) “borrowings” include the following except in so far as otherwise taken into account:

(iii) the nominal amount of any issued share capital and the principal amount of any debentures or borrowed monies of any person, the beneficial interest in which is not owned by a member of the Group and the payment or repayment of which is the subject of a guarantee or

- indemnity by a member of the Group, but excluding acceptances of trade bills for the purchase of goods in the ordinary course of business;
- (iv) the outstanding amount raised by acceptances by a bank or accepting house under an acceptance credit opened on behalf of and in favour of a member of the Group, excluding acceptances of trade bills for the purchase of goods in the ordinary course of business;
 - (v) the principal amount of any debenture of a member of the Group owned otherwise than by another member of the Group;
 - (vi) the principal amount of any preference share capital of a subsidiary owned otherwise than by a member of the Group; and
 - (vii) any premium payable on repayment on any borrowing or deemed borrowing but does not include:
 - (viii) borrowings for the purposes of repaying the whole or any part of the borrowings by a member of the Group within 6 months of being borrowed, pending their application for that purpose within that period; and
 - (ix) when the aggregate principal amount of borrowings to be taken into account for the purposes of this Article on any particular date is being ascertained:
 - (x) monies denominated or repayable in a currency other than sterling shall be converted for the purpose of calculating the sterling equivalent at the rate of exchange prevailing on that date in London or, if the amount of borrowings would as a result be less, at the rate of exchange prevailing in London 6 months before that date. For this purpose the rate of exchange shall be taken as the middle market rate as at the close of business; and

- (xi) where under the terms of borrowing the amount of money that would be required to discharge the principals amount in full if it fell to be repaid (at the option of the Company or by reason or default) on that date is less than the amount that would otherwise be taken into account in respect of that borrowing for the purpose of this Article, the amount of the borrowing shall be taken to be the lesser amount;
 - (xii) “audited balance sheet” means the then latest audited balance sheet of the Company prepared for the purposes of the Act unless there has then been prepared for those purposes and audited a consolidated balance sheet of the Company and its subsidiaries (with such exceptions as may be permitted in the case of a consolidated balance sheet prepared for the purposes of the Act); and in the latter event “audited balance sheet” means the audited consolidated balance sheet, the references to reserves and profit and loss accounts respectively, any amounts attributable to outside interests in subsidiaries being excluded. The Company may change the accounting convention on which the audited balance sheet is based, provided it complies with the requirements of the Statutes. If the Company prepares its main audited balance sheet or statement on the basis of another, the main audited balance sheet shall be taken as the audited balance sheet for the purposes of this Article;
 - (xiii) “the Group” means the Company and its subsidiaries (if any).
- (c) A certificate or report by the Auditors as to the amount of the Adjusted Capital Reserves or the amount of any borrowings or to the effect that the limit imposed by this Article is observed. No borrowing incurred or security given in excess of the limit shall be invalid or ineffectual, except in the case of express notice to the lender or the recipient of the security given that the limit had been or would be exceeded.

PROVISION FOR EMPLOYEES

163 The board may, by resolution, or by resolution of the Company, exercise any power conferred by section 247 of the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiary undertakings in connection with the cessation, or the transfer to any person, of the whole, or part of; the undertaking of the Company or that subsidiary undertaking.

