

ARTICLES OF ASSOCIATION
OF
CHARLES TAYLOR CONSULTING PLC

ADOPTED ON [] 2008

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THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHARLES TAYLOR CONSULTING PLC

(ADOPTED BY A SPECIAL RESOLUTION PASSED ON [] 2008)

PRELIMINARY

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

Any model articles of association promulgated under the 2006 Act shall not apply to the Company

- 2** In these articles, unless the context otherwise requires -

- (1)** **'the 1985 Act'** means the Companies Act 1985 and any reference in these articles to any provision of the 1985 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force save where express reference is made to the 2006 Act;

'the 2006 Act' means the Companies Act 2006 and every statutory modification or re-enactment thereof for the time being in force;

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

'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;

'Company' means Charles Taylor Consulting Plc;

'Directors' Remuneration Regulations' means The Directors' Remuneration Report Regulations 2002 (SI 2002 No. 1986) and any modifications thereof and any substitutions therefor for the time being in force;

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

'electronic communication' means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Companies Act 2006;

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

'Operator' shall have the same meaning as in the Uncertificated Securities Regulations;

'paid up' includes credited as paid up;

'participating issuer' shall have the same meaning as in the Uncertificated Securities Regulations;

'participating security' means a share or class of shares or a renounceable right of allotment of a share, title to which is permitted to be transferred by means of a relevant system in accordance with the Uncertificated Securities Regulations;

'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;

'register' means, unless the context otherwise requires, the register of members kept pursuant to section 352 of the 1985 Act and, where the context requires, any register maintained by the Company of persons holding any renounceable right of allotment of a share;

'relevant system' shall have the same meaning as in the Uncertificated Securities Regulations;

'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 1985 Act;

'the secretary' means the secretary of the Company and includes any assistant or deputy secretary and a person appointed by the directors to perform any of the duties of the secretary;

'the Stock Exchange' means 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 Uncertificated Securities Regulations' means The Uncertificated Securities Regulations 2001 (SI 2001 No. 3755) and any modifications thereof and any substitutions therefor for the time being in force; and

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

- (2) 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;

- (3) for the purposes of these articles, references to a relevant system shall be deemed to relate to the relevant system on which the particular share or class of shares or renounceable right of allotment of a share concerned in the capital of the Company is a participating security for the time being and all references in these articles to the giving of an instruction by means of a relevant system shall be deemed to relate to a properly authenticated dematerialised instruction given in accordance with the Uncertificated Securities Regulations and the giving of such instructions shall be subject always to –
- (a) the facilities and requirements of the relevant system;
 - (b) the extent permitted by the Uncertificated Securities Regulations; and
 - (c) the extent permitted by or practicable under the rules and practices from time to time of the operator of the relevant system;
- (4) where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose;
- (5) the headings in the articles do not affect the interpretation of the articles;
- (6) words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include corporations; and
- (7) subject as aforesaid, any word or expression to which a meaning is assigned by the 1985 Act or the 2006 Act or the Uncertificated Securities Regulations has the meaning so assigned to it on the date on which these articles become binding on the Company.

3 In these articles -

- (1) powers of delegation shall not be restrictively construed but the widest interpretation shall be given thereto;
- (2) 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 of the Company to which or, as the case may be, to whom the power in question has been delegated;
- (3) 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
- (4) 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 authorised share capital of the Company at the date of adoption of these articles is £500,000 divided into 50,000,000 ordinary shares of 1p each (**‘ordinary shares’**).

- 5** Subject to the provisions of the 1985 Act relating to authority, pre-emption rights and otherwise and of any resolution of the Company in general meeting passed pursuant thereto, 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 -
- (1)** subject to the provisions of the 1985 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;
 - (2)** subject to the provisions of the 1985 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;
 - (3)** subject to and in accordance with the provisions of the 1985 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 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 -
 - (a)** 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
 - (b)** the purchase, or the contract, has first been approved by a special resolution passed at a separate meeting of the holders of such convertible shares.
- 7** The Company may exercise all powers conferred or permitted by the 1985 Act of paying commission or brokerage. Subject to the 1985 Act, commission or brokerage may be satisfied by the payment of cash or the allotment of fully or partly paid shares or the grant of an option to call for an allotment of shares or by any combination of these methods.
- 8** 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.
- 9** The directors may at any time after the allotment of a share but before a person has been entered in the register as the holder of the share recognise a renunciation of the share by the allottee in favour of another person and may grant to an allottee a right to effect a renunciation on the terms and conditions the board thinks fit.

VARIATION OF RIGHTS

- 10 Subject to the 2006 Act, the rights attached to a class of shares may be varied whether or not the Company is being wound up (i) in such manner (if any) as may be provided by those rights, or (ii) in the absence of provision, either with the consent in writing of the holders of at least three-fourths of the nominal amount of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class validly held in accordance with the articles, but not otherwise.
- 11 The rights attached to a class of shares are not, unless otherwise expressly provided in the rights attaching to those shares, deemed to be varied by -
- (1) the creation, allotment or issue of further shares ranking *pari passu* with or subsequent to them; or
 - (2) by the purchase or redemption by the Company of its own shares in accordance with the 1985 Act and article 6(3); or
 - (3) the board resolving that a class of shares shall become, or the operator of the relevant system permitting such class of shares to be, a participating security.

UNCERTIFICATED SHARES

- 12 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 -
- (1) 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
 - (2) the directors 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 Uncertificated Securities 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 Uncertificated Securities Regulations which applies only in respect of shares in certificated or uncertificated form.

SHARE CERTIFICATES

- 13 Subject to the provisions of articles 14 and 15, 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 2006 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.

14 The following further provisions shall apply in respect of certificates for shares in the Company –

- (1)** 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;
- (2)** a member may, upon payment of such reasonable sum as the board may decide, 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;
- (3)** notwithstanding anything contained in these articles, the Company shall not be bound to issue a certificate -
 - (a)** 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
 - (b)** 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;
- (4)** 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;
- (5)** 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
- (6)** 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.

15 Articles 13 and 14 shall not apply in relation to shares in uncertificated form.

LIEN AND FORFEITURE OF SHARES

16 The Company shall have a first and paramount lien on every share (not being a fully paid share) registered in the name of the member (whether solely or jointly with another person) 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.

17 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 -

- (1) 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
 - (2) 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.
- 18 If the notice is not complied with, the directors may, while any of the moneys demanded by it remain unpaid -
 - (1) forfeit any share on which any of the moneys were called, together with any dividend declared thereon but not paid before forfeiture; or
 - (2) 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.
- 19 Subject to the provisions of the 1985 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 39 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.
- 20 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 from the date of forfeiture to the date of payment at such rate (not exceeding, without sanction of the Company given by ordinary resolution, 20 per cent. per annum) as the directors may determine). The directors may in their absolute discretion waive payment (whether of the amount called or of such interest) in whole or in part.
- 21 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.
- 22 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.
- 23 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 1985 Act given or imposed in the case of past members.

CALLS ON SHARES

- 24** 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.
- 25** 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 20 per cent. per annum or, if higher the appropriate rate (as defined by the 1985 Act), as the directors may think fit. The directors may waive payment of the whole or any part of the interest.
- 26** 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.
- 27** 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.
- 28** 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 20 per cent. per annum or, if higher, the appropriate rate (as defined in the 1985 Act), as may be agreed between the member and the directors.

TRANSFER OF SHARES

- 29** 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.
- 30** 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.
- 31** 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).

- 32** The directors may also refuse to register any transfer of shares in certificated form unless the instrument of transfer -
- (1)** 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
 - (2)** is in respect of only one class of shares.
- 33** The directors may also refuse to register a transfer of any share whether held in certificated form or not and whether fully paid or not -
- (1)** to an entity which is not a natural or legal person;
 - (2)** to a minor; or
 - (3)** to be held jointly by more than four persons.
- 34** 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 Uncertificated Securities Regulations the Company is entitled to refuse to register the transfer or is excepted from the requirement to register the transfer.
- 35** 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.
- 36** 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.
- 37** Subject to the provisions of the 1985 Act and the Uncertificated Securities Regulations, the registration of transfers of shares or any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
- 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 19 and 162 -
- (1)** 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;

- (2) the directors may, in the case of a share held in uncertificated form (subject to the extent permitted by the Uncertificated Securities Regulations and the rules and practices of the relevant system) to take such steps as may be required, by instruction by means of a relevant system or otherwise, to effect such disposal, forfeiture, enforcement or sale and such powers shall (subject as aforesaid) include the right to: -
- (a) request or require the deletion of any computer-based entries in the relevant system relating to the holding of such shares in uncertificated form; and/or
 - (b) alter such computer-based entries so as to divest the registered holder of such shares of the power to transfer such shares to a person other than the transferee, purchaser or his nominee identified by the Company for this purpose; and/or
 - (c) require any holder of any uncertificated shares which are the subject of any exercise by the Company of any such entitlement, by notice in writing to the holder concerned, to change his holding of such uncertificated shares into certificated form within such period as may be specified in the notice, prior to completion of any disposal, sale or transfer of such shares or direct the holder to take such steps as may be necessary to sell or transfer such shares; and/or
 - (d) appoint any person to take such other steps in the name of the holder of such shares as may be required to effect transfer of such shares and such steps shall be as effective as if they had been taken by the registered holder of the uncertificated shares concerned;
- (3) 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
- (4) 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 by transmission to a share may, on production of any evidence the directors may require, elect either to be registered as a member or to have a person nominated by

him registered as a member. If he elects to be registered himself, he shall give notice to the Company to that effect. If he elects to have another person registered, he shall -

- (1) if it is a certificated share, execute an instrument of transfer of the share to that person; or
 - (2) if it is an uncertificated share, either: –
 - (a) procure that instructions are given by means of the relevant system to effect transfer of such uncertificated share to that person; or
 - (b) change the uncertificated share to certificated form and execute an instrument of transfer of that certificated share to that person.
- 42** All the provisions of the articles relating to the transfer of shares apply to the notice or instrument of transfer or instruction (as the case may be) as if it were an instrument of transfer executed or the instruction given by the member and his death, bankruptcy or other event giving rise to a transmission of entitlement had not occurred.
- 43** 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.
- 44** 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 43, 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

- 45** The Company may by ordinary resolution: -
- (1) increase its share capital by a sum to be divided into shares of an amount prescribed by the resolution;
 - (2) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
 - (3) subject to the 1985 Act, sub-divide all or any of its shares into shares of a smaller amount and may by the resolution decide that the shares resulting from the subdivision have amongst themselves a preference or other advantage or be subject to a restriction; and
 - (4) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by a person and diminish the amount of its share capital by the amount of the shares so cancelled.

- 46** If, as the result of consolidation and division or sub-division of shares, members become entitled to fractions of a share, the directors may on behalf of the members deal with the fractions as it thinks fit. In particular, the Company (treating holdings of the same member or members of uncertificated shares and certificated shares of the same class as if they were separate holdings, unless the directors otherwise determines) may sell fractions of a share to a person (including, subject to the 1985 Act, to the Company) for the best price reasonably obtainable and distribute the net proceeds of sale in due proportion amongst the persons entitled (except that if the amount due to a person is less than £3, or such other sum as the directors may decide, the sum may be retained for the benefit of the Company).
- 47** To give effect to a sale pursuant to article 46 the directors may authorise a person to execute an instrument of transfer of shares to the purchaser or his nominee and may cause the name of the purchaser or his nominee to be entered in the register as the holder of the shares. The purchaser is not bound to see to the application of the purchase money and the title of the transferee to the shares is not affected by an irregularity or invalidity in the proceedings connected with the sale.
- 48** Subject to the provisions of the 1985 Act and the rights attached to existing shares, the Company may by special resolution reduce its share capital, capital redemption reserve, share premium account or other undistributable reserve in any manner.

GENERAL MEETINGS

- 49** The Company shall hold annual general meetings, which shall be convened by the directors, in accordance with the 2006 Act.
- 50** All meetings of the Company other than annual general meetings are called general meetings which the directors may convene whenever they think fit.
- 51** The directors must convene a general meeting on receipt of a requisition from members in accordance with the 2006 Act and in default a meeting may be convened by requisitionists as provided in the 2006 Act. At a meeting convened on a requisition or by requisitionists no business may be transacted except that stated by the requisition or proposed by the directors. A general meeting may also be convened in accordance with article 118.

NOTICE OF GENERAL MEETINGS

- 52** An annual general meeting shall be convened by not less than 21 clear days' notice in writing. All other general meetings shall be called by not less than 14 clear days' notice in writing. References in articles 52 to 58 (inclusive) to notice in writing include a notice sent by electronic communications and notice published on a website in accordance with the 2006 Act.
- 53** Subject to the 2006 Act, and although called by shorter notice than that specified in article 52, a general meeting is deemed to have been duly called if it is so agreed -
- (1)** in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (2)** in the case of another meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.
- 54** The notice of meeting shall specify -

- (1) whether the meeting is an annual general meeting or a general meeting;
 - (2) the place, the date and the time of the meeting;
 - (3) in the case of special business, the general nature of that business;
 - (4) if the meeting is convened to consider a special resolution, the intention to propose the resolution as such; and
 - (5) with reasonable prominence, that a member entitled to attend and vote may appoint one or more proxies to attend and, on a show of hands or a poll, vote instead of him and that a proxy need not also be a member.
- 55** The notice of meeting shall be given to the members (other than any who, under the provisions of the articles or the terms of allotment or issue of shares, are not entitled to receive notice), to the directors and to the auditors.
- 56** The directors may determine that persons entitled to receive notices of meeting are those persons entered on the register at the close of business on a day determined by the board, provided that, if the Company is a participating issuer, the day determined by the board may not be more than 21 days before the day that the relevant notice of meeting is being sent.
- 57** The notice of meeting may also specify a time (which, if the Company is a participating issuer, shall not be 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. Changes to entries on the register after the time so specified in the notice shall be disregarded in determining the rights of any person to so attend or vote.
- 58** The accidental omission to send a notice of meeting or, in cases where it is sent out with the notice, an instrument of proxy to, or the non-receipt of either by, a person entitled to receive it does not invalidate the proceedings at a general meeting.
- 59** If notice of meeting is sent in electronic form the Company must have complied with all applicable regulatory requirements and the person entitled to receive such notice must have agreed that the notice can be sent to him in that way and not revoked that agreement or, in the case of a company, be deemed to have agreed to receive notice in that way by a provision in the 2006 Act. The notice must be sent to the address specified by the person entitled to receive such notice or in the case of notice sent to a company, an address which is deemed to have been specified by any provision of the 2006 Act.
- 60** Provided that the Company has complied with all applicable regulatory requirements the Company may send or supply a notice of meeting by making it available on a website and where the Company intends to make that notice of meeting available on a website, the Company must:
- (a) comply with the provisions of article 151;
 - (b) notify persons entitled to receive such notice that the notice of meeting has been published on the website, such notification to state that it concerns a notice of meeting, to specify the place, date and time of the meeting and whether the meeting will be an annual general meeting; and
 - (c) the notice must be available on the website throughout the period beginning with the due date of notification and ending with the conclusion of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 61** All business transacted at a general meeting is deemed special except the following business at an annual general meeting: -
- (1)** the receipt and consideration of the annual accounts, the Directors' report and auditor's report on those accounts;
 - (2)** the receipt, consideration and adoption of the annual report of the remuneration committee compiled in accordance with the Directors' Remuneration Regulations;
 - (3)** the appointment of directors and other officers in place of those retiring by rotation or otherwise ceasing to hold office;
 - (4)** the declaration of dividends; and
 - (5)** the appointment of the auditors (when special notice of the resolution for appointment is not required by the 2006 Act) and the fixing, or determination of the manner of the fixing, of their remuneration.
- 62** 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.
- 63** 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, the adjourned meeting shall be dissolved.
- 64** The chairman (if any) of the board or, in his absence, the deputy chairman (if any) shall preside as chairman at a general meeting. If there is no chairman or deputy chairman, or if at a meeting neither is present within fifteen minutes after the time fixed for the start of the meeting or neither is willing to act, the directors present shall select one of their number to be chairman. If only one director is present and willing to act, he shall be chairman. In default, the members present in person and entitled to vote shall choose one of their number to be chairman.
- 65** 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 indefinitely 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.
- 66** Without prejudice to any other power which he may have under the provisions of the articles or at common law, the chairman may, without the consent of the meeting, interrupt or adjourn a meeting from time to time and from place to place or for an indefinite period if he decides that it has become necessary to do so in order to –

- (1) secure the proper and orderly conduct of the meeting;
- (2) give all persons entitled to do so a reasonable opportunity of speaking and voting at the meeting; and
- (3) ensure that the business of the meeting is properly disposed of.

67 If a meeting is adjourned for fourteen days or more or indefinitely, 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.

68 A director is entitled to attend and speak at a general meeting and at a separate meeting of the holders of a class of shares or debentures whether or not he is a member. The chairman may invite any person to attend and speak at any general meeting of the Company whom the chairman considers to be equipped by knowledge or experience of the Company's business to assist in the deliberation of the meeting.

ACCOMMODATION OF MEMBERS AT MEETINGS

69 The directors may resolve to enable persons entitled to attend a general meeting to do so by simultaneous attendance and participation at a satellite meeting place anywhere in the world and the members present in person or by proxy at satellite meeting places shall be counted in the quorum for and entitled to vote at the general meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that members attending at all the meeting places are able to (i) participate in the business for which the meeting has been convened, (ii) hear and see all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place and (iii) be heard and seen by all other members so present in the same way. The chairman of the general meeting shall be present at, and the meeting shall be deemed to take place at, the principal meeting place.

70 The directors may make arrangements for persons entitled to attend a general meeting to be able to view and/or hear the proceedings of any general meeting to be able to view and/or hear the proceedings of any general meeting and/or to speak at the meeting (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise), by attending a venue anywhere in the world not being a satellite meeting place and those attending any such venue shall not be regarded as present and shall not be entitled to vote at the meeting at or from that venue and the inability for any reason of any member present in person or by proxy at such a venue to view and/or hear all or any of the proceedings of the meeting and/or to speak at the meeting shall not in any way affect the validity of such proceedings.

71 The directors may from time to time make such arrangements for the purpose of controlling the level of attendance at any such place (whether involving the issue of tickets or the imposition of some means of selection or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time vary any such arrangements or make new arrangements in place of them, provided that a member who is not entitled to attend, in person or by proxy, at any particular place shall be entitled so to attend at one of the other places; and the entitlement of any member so to attend the meeting or adjourned meeting at such place shall be subject to any such arrangements as may be for the time being in force and by the notice of meeting or adjourned meeting stated to apply to the meeting.

SECURITY AND ORDERLY CONDUCT AT MEETINGS

- 72** The board may direct that persons wishing to attend any general meeting should submit to such searches or other security arrangements or restrictions as the board shall consider appropriate in the circumstances and shall be entitled in its absolute discretion to, or to authorise some one or more persons who shall include a director or the secretary or the chairman of the meeting to, refuse entry to, or to eject from, such general meeting any person who fails to submit to such searches or to otherwise comply with such security arrangements or restrictions.
- 73** The chairman shall take such action as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and the chairman's decision on matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his determination as to whether any matter is of such a nature.

AMENDMENTS TO RESOLUTIONS

- 74** No amendment to a resolution duly proposed as a special resolution other than an amendment to correct a patent error may be considered or voted on. No amendment to a resolution duly proposed as an ordinary resolution other than an amendment to correct a patent error may be considered or voted on unless either –
- (1)** at least seven days before the time appointed for holding the meeting or adjourned meeting at which the ordinary resolution is to be considered, notice of the terms of the amendment and intention to move it, has been lodged at the office; or
 - (2)** the chairman in his absolute discretion decides that the amendment may be considered or voted on,

and if an amendment proposed to a resolution under consideration is ruled out of order by the chairman the proceedings on the substantive resolution are not invalidated by an error in his ruling.

VOTING

Method of voting

- 75** At a general meeting, a resolution put to the vote of the meeting is decided by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is duly demanded.
- 76** Subject to the 2006 Act, a poll may be demanded on any question by -
- (1)** the chairman of the meeting;
 - (2)** not less than five members present in person or by proxy and entitled to vote;
 - (3)** a member or members present in person or by proxy representing in aggregate not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (4)** 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 conferring that right.

A demand by a proxy is deemed to be a demand by the member appointing the proxy.

77 Unless a poll is demanded and the demand is not withdrawn, a declaration by the chairman that the resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

78 Procedure on a poll

- (1)** If a poll is properly demanded, it shall be taken in such manner as the chairman directs. He may appoint scrutineers, who need not be members, and may fix a time and place for declaring the result of the poll. The result of the poll is deemed to be the resolution of the meeting at which the poll is demanded.
- (2)** A poll demanded on the election of a chairman or on any question of adjournment shall be taken at the meeting and without adjournment. A poll demanded on another question shall be taken at such time and place as the chairman decides, either at once or after an interval or adjournment (but not more than 38 clear days after the date of the demand).
- (3)** No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (4)** The demand for a poll may be withdrawn but only with the consent of the chairman. A demand withdrawn in this way validates the result of a show of hands declared before the demand is made. In the case of a poll demanded before the declaration of the result of a show of hands, the meeting shall continue as if the demand has not been made.
- (5)** The demand for a poll (other than on the election of the chairman or on a question of adjournment) does not prevent the meeting continuing for the transaction of business other than the question on which a poll has been demanded.
- (6)** On a poll, votes may be given in person or by proxy and a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way, whether present in person or by proxy.

79 Votes of members

- (1)** Subject to special terms as to voting on which shares have been allotted or issued, or a suspension or abrogation of voting rights pursuant to the articles, at a general meeting every member present in person or by proxy has on a show of hands one vote and every member present in person or by proxy has on a poll one vote for every ordinary share of which he is the holder.
- (2)** In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote or votes of the other joint holder or holders, and seniority is determined by the order in which the names of the holders stand in the register.

- (3) A member in respect of whom an order has been made by a court or official having jurisdiction (whether in the United Kingdom or elsewhere) that he is or may be suffering from mental disorder or is otherwise incapable of running his affairs may vote, whether on a show of hands or on a poll, by his guardian, receiver, curator bonis or other person authorised for that purpose and appointed by the court. A guardian, receiver, curator bonis or other authorised and appointed person may, on a poll, vote by proxy if evidence (to the satisfaction of the board) of the authority of the person claiming to exercise the right to vote is deposited at the office (or at another place specified in accordance with the articles for the deposit of instruments of proxy) within the time limits prescribed by the articles for the deposit of instruments of proxy for use at the meeting, adjourned meeting or poll at which the right to vote is to be exercised.

80 Casting vote

In the case of an equality of votes the chairman has, on a show of hands and on a poll, a casting vote in addition to any vote to which he is entitled as a member.

81 Restriction on voting rights for unpaid calls etc.

Unless the board otherwise decides, no member is entitled in respect of a share held by him to be present or to vote, either in person or by proxy, at a general meeting or at a separate meeting of the holders of class of shares or on a poll, or to exercise other rights conferred by membership in relation to the meeting or poll, if a call or other amount due and payable in respect of the share is unpaid. This restriction ceases on payment of the amount outstanding and all costs, charges and expenses incurred by the Company by reason of the non-payment.

PROXIES

82 Voting by proxy

- (1) Subject to the 2006 Act and the requirements of the UK Listing Authority, the appointment of a proxy shall be in writing in any usual form or in any other form approved by the directors and shall provide for two-way voting (without prejudice to a right to abstain). An instrument appointing a proxy shall be executed by the appointor or his duly constituted attorney or, if the appointor is a company, under its seal or under the hand of its duly authorised officer or attorney or other person authorised to sign.
- (2) An instrument of proxy is deemed (unless the contrary is stated in it) to confer authority to demand or join in demanding a poll and to speak at the meeting and to vote (whether on a show of hands or a poll) on any resolution or amendment of a resolution put to, or other business which may properly come before, the meeting or meetings for which it is given, as the proxy thinks fit.
- (3) A proxy need not be a member.
- (4) A member may appoint more than one proxy to attend on the same occasion. When two or more valid but differing instruments of proxy are delivered for the same share for use at the same meeting, the one which is last validly delivered (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other or others as regards that share.

- (5) Deposit of an instrument of proxy does not prevent a member attending and voting in person at the meeting or an adjournment of the meeting or on a poll.
- (6) An instrument of proxy is (unless the contrary is stated in it) valid for an adjournment of the meeting as well as for the meeting or meetings to which it relates. An instrument of proxy is valid for 12 months from the date of execution.

83 Deposit of proxy

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 –

- (1) 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
- (2) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications -
 - (a) in the notice convening the meeting, or
 - (b) in any instrument of proxy sent out by the company in relation to the meeting, or
 - (c) 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;

- (3) In calculating the period mentioned in article 83(1) and (2), no account shall be taken of any part of any day that is not a working day.

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.

84 When votes by proxy valid though authority revoked

A vote given or poll demanded by a proxy or authorised representative of a company is valid despite termination of his authority unless notice of termination is received by the Company at the office (or other place specified for depositing the instrument of proxy) at least three hours before the time for holding the meeting or adjourned meeting at which the vote is given or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.

FAILURE TO DISCLOSE INTERESTS IN SHARES

85 Subject to the requirements of the UK Listing Authority, where notice is served by the Company under section 793 of the 2006 Act (a '**section 793 notice**') on a member, or another person appearing to be interested in shares held by that member, and the member or other person has failed in relation to any shares (the '**default shares**', which expression includes any shares allotted or issued after the date of the section 793 notice in right of those shares) to give the Company the information required within the prescribed period from the date of the section 793 notice, the following sanctions apply, unless the board otherwise decides -

- (1)** the member is not entitled in respect of the default shares to be present or to vote (either in person or by proxy) at a general meeting or at a separate meeting of the holders of a class of shares or on a poll, or to exercise other rights conferred by membership in relation to the meeting or poll; and
- (2)** where the default shares represent at least 0.25 per cent. in nominal value of the issued shares of their class:
 - (a)** a dividend (or any part of a dividend) or other amount payable in respect of the default shares shall be withheld by the Company, which has no obligation to pay interest on it, and the member is not entitled to elect, pursuant to article 138, to receive shares instead of a dividend; and
 - (b)** no transfer of any of the default shares held in certificated form shall be registered unless the transfer is an excepted transfer or:
 - (i)** the member is not himself in default in supplying the information required; and
 - (ii)** the member proves to the satisfaction of the board that no person in default in supplying the information required is interested in any of the shares the subject of the transfer; and/or
 - (c)** the board may give notice in writing to any member holding default shares in uncertificated form, requiring the member to change his holding of uncertificated default shares to certificated form within any period specified in the notice and requiring the member to continue to hold such default shares in certificated form for so long as the default subsists. The board may also appoint any person to take such other steps, by instruction by means of a relevant system or otherwise, in the name of the holder of such default shares, to effect conversion of such shares to certificated form and such steps shall be as effective as if they had been taken by the registered holder of the uncertificated default shares.

86 The sanctions under article 85 cease to apply seven days after the earlier of -

- (1)** receipt by the Company of notice of an excepted transfer, but only in relation to the shares transferred; and
- (2)** receipt by the Company, in a form satisfactory to the board, of all the information required by the section 793 notice.

87 Where, on the basis of information obtained from a member in respect of a share held by him, the Company issues a section 793 notice to another person, it shall at the same time send a copy of the section 793 notice to the member, but the accidental omission to do so, or the non-receipt by the member of the copy, does not invalidate or otherwise affect the application of article 85.

88 For the purposes of articles 85 to 87 (inclusive) -

- (1)** a person, other than the member holding a share, is treated as appearing to be interested in that share if the member has informed the Company that the person is or may be interested, or if the Company (after taking account of information obtained from the member or, pursuant to a section 793 notice, from anyone else) knows or has reasonable cause to believe that the person is or may be so interested;
- (2)** **'interested'** is construed as it is for the purpose of section 793 of the Act;
- (3)** reference to a person having failed to give the Company the information required by a section 793 notice, or being in default in supplying such information, includes (a) reference to his having failed or refused to give all or any part of it, and (b) reference to his having given information which he knows to be false in a material particular or having recklessly given information which is false in a material particular;
- (4)** the **'prescribed period'** means 14 days; and
- (5)** an **'excepted transfer'** means, in relation to shares held by a member:
 - (a) a transfer pursuant to acceptance of a takeover offer for the Company (within the meaning of section 974 of the 2006 Act); or
 - (b) a transfer in consequence of a sale made through a recognised investment exchange or another stock exchange outside the United Kingdom on which shares in the capital of the Company are normally traded; or
 - (c) a transfer which is shown to the satisfaction of the board to be made in consequence of a sale of the whole of the beneficial interest in the shares to a person who is unconnected with the member and with any other person appearing to be interested in the shares.

89 The provisions of articles 85 to 88 (inclusive) are in addition and without prejudice to the provisions of the 2006 Act.

DIRECTORS

90 **Number of directors**

Unless and until otherwise decided by the Company by ordinary resolution the number of directors is not subject to a maximum but must not be less than two.

91 **Power of the Company to appoint directors**

Subject to the articles, the Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an addition to the board, but the total number of directors may not exceed any maximum number fixed in accordance with the articles.

92 Power of the board to appoint directors

Without prejudice to the power of the Company to appoint a person to be a director pursuant to the articles, the board may appoint a person who is willing to act as a director, either to fill a vacancy or as an addition to the board, but the total number of directors may not exceed any maximum number fixed in accordance with the articles. A director appointed in this way may hold office only until the dissolution of the next annual general meeting after his appointment unless he is reappointed during that meeting. He is not required, and is not taken into account in determining the number of directors who are, to retire by rotation at the meeting.

93 Appointment of executive directors

Subject to the 1985 Act and the 2006 Act, the board may appoint one or more of its body to hold employment or executive office (including, without limitation, that of managing director) with the Company for such term (subject to the 2006 Act) and on any other conditions the board thinks fit. The board may revoke or terminate an appointment, without prejudice to a claim for damages for breach of contract or otherwise.

94 Eligibility of new directors

- (1) No person other than a director retiring (by rotation or otherwise) may be appointed or reappointed a director at a general meeting unless -
- (a) he is recommended by the board; or
 - (b) not less than 7 nor more than 42 days before the date fixed for the meeting, notice has been given to the Company by a member (other than the person to be proposed) qualified to vote at the meeting of the intention to propose that person for appointment or reappointment. The notice shall (a) state the particulars which would, if the proposed director were appointed or reappointed, be required to be included in the Company's register of directors, (b) be accompanied by notice given by the proposed director of his willingness to be appointed or reappointed, and (c) be lodged at the office.
- (2) A director need not be a member.

95 Voting on resolution for appointment

A resolution for the appointment of two or more persons as directors by a single resolution is void unless an ordinary resolution that the resolution for appointment is proposed in this way has first been agreed to by the meeting without a vote being given against it.

96 Retirement by rotation

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 –

- (1) if any director has at the start of the annual general meeting been in office for more than three years since his last appointment or re-appointment, he shall retire; and
- (2) if there is only one director who is subject to retirement by rotation, he shall retire.

97 Directors subject to retirement

Subject to the 2006 Act and the articles, the directors to retire by rotation at an annual general meeting include, so far as necessary to obtain the number required, first, a director who wishes to retire and not offer himself for reappointment, and, second, those directors who have been longest in office since their last appointment or reappointment. As between two or more who have been in office an equal length of time, the director to retire shall, in default of agreement between them, be determined by lot. The directors to retire on each occasion (both as to number and identity) shall be determined on the basis of the composition of the board at the start of business on the date of the notice convening the annual general meeting, disregarding a change in the number or identity of the directors after that time but before the close of the meeting.

98 Position of retiring director

A director who retires at an annual general meeting (whether by rotation or otherwise) may, if willing to act, be reappointed. If he is not reappointed or deemed reappointed, he may retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

99 Deemed reappointment

At a general meeting at which a director retires by rotation the Company may fill the vacancy and, if it does not do so, the retiring director is, if willing, deemed reappointed unless it is expressly resolved not to fill the vacancy or a resolution for the reappointment of the director is put to the meeting and lost.

100 Removal by ordinary resolution

In addition to any power of removal conferred by the 2006 Act, the Company may by ordinary resolution remove a director before the expiration of his period of office (without prejudice to a claim for damages for breach of contract or otherwise) and may (subject to the articles) by ordinary resolution appoint another person who is willing to act to be a director in his place. A person appointed in this way is treated, for the purposes of determining the time at which he or another director is to retire, as if he had become a director on the date on which the person in whose place he is appointed was last appointed or reappointed a director. In default of such appointment the vacancy arising upon removal of the directors from office may be filled as a casual vacancy.

101 Vacation of office by director

- (1) Without prejudice to the provisions for retirement (by rotation or otherwise) contained in the articles, the office of a director is vacated if -
- (a) he resigns by notice delivered to the secretary at the office or tendered at a board meeting;
 - (b) he ceases to be a director by virtue of a provision of the 1985 Act or the 2006 Act, is removed from office pursuant to the articles or becomes prohibited by law from being a director;
 - (c) he becomes bankrupt, has an interim receiving order made against him, makes an arrangement or compounds with his creditors generally or applies to the

court for an interim order under section 253 of the Insolvency Act 1986 in connection with a voluntary arrangement under that act;

- (d) an order is made by a court of competent jurisdiction on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian, receiver, curator bonis or other person to exercise powers with respect to his affairs or he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, under the Mental Health (Scotland) Act 1984 and the board resolves that his office be vacated;
 - (e) both he and his alternate director appointed pursuant to the provisions of the articles (if any) are absent, without the permission of the board, from board meetings for six consecutive months and the board resolves that his office be vacated;
 - (f) he is removed from office by notice addressed to him at his last known address and signed by all of his co-directors (without prejudice to a claim for damages for breach of contract or otherwise); or
 - (g) in the case of a director appointed for a fixed term, the period of that fixed term comes to an end and the director is not reappointed.
- (2) A resolution of the board declaring a director to have vacated office under the terms of this article is conclusive as to the fact and grounds of vacation stated in the resolution.

ALTERNATE DIRECTORS

102 Appointment

- (1) A director (other than an alternate director) may by notice signed by that director delivered to the secretary at the office, or in any other manner approved by the board, appoint as his alternate director:
- (a) another director, or
 - (b) another person approved by the board and willing to act.
- (2) No appointment of an alternate director who is not already a director is effective until his consent to act as a director in the form prescribed by the 2006 Act has been received at the office.
- (3) An alternate director need not be a member and is not counted in reckoning the number of directors for the purpose of article 90.

103 Revocation of appointment

A director may by notice signed by that director delivered to the secretary at the office revoke the appointment of his alternate director and, subject to the provisions of article 102, appoint another person in his place. If a director ceases to hold the office of director or if he dies, the appointment of his alternate director automatically ceases. If a director retires but is reappointed or deemed reappointed at the meeting at which his retirement takes effect, a valid appointment of an alternate director which was in force immediately before his retirement continues to

operate after his reappointment as if he has not retired. The appointment of an alternate director ceases on the happening of an event which, if he were a director otherwise appointed, would cause him to vacate office.

104 Participation in board meetings

An alternate director is, if he gives the Company an address in the United Kingdom at which notices may be served on him, entitled to receive notice of all meetings of the board and all committees of the board of which his appointor is a member and, in the absence from those meetings of his appointor, to attend and vote at the meetings and to exercise all the powers, rights, duties and authorities of his appointor. A director acting as alternate director has a separate vote at meetings of the board and committees of the board for each director for whom he acts as alternate director but he counts as only one for the purpose of determining whether a quorum is present.

105 Responsibility

A person acting as an alternate director is an officer of the Company, is alone responsible to the Company for his acts and defaults, and is not deemed to be the agent of his appointor.

DIRECTORS' BENEFITS AND INTERESTS

106 Directors' fees

Subject to the requirements of the Directors' Remuneration Regulations –

- (1)** the ordinary remuneration of the directors (other than any executive directors appointed under the articles and excluding alternate directors) shall be such amount as the directors shall from time to time determine and such 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; and
- (2)** 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.

107 Expenses

A director is entitled to be repaid all reasonable travelling, hotel and other expenses properly incurred by him in the performance of his duties as director including, without limitation, expenses incurred in attending meetings of the board or of committees of the board or general meetings or separate meetings of the holders of a class of shares or debentures.

108 Remuneration and expenses of alternate directors

An alternate director is not entitled to a fee from the Company for his services as an alternate director. The fee payable to an alternate director is payable out of the fee payable to his appointor and consists of such portion (if any) of the fee as he agrees with his appointor, notice of which is given to the Company in writing. The Company shall, however, repay to an alternate director expenses incurred by him in the performance of his duties if the Company would have been required to repay the expenses to him under article 107 had he been a director.

109 **Gratuities, pensions and insurance**

- (1) The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, insurance, death or disability benefits to any past or present employee or director of the Company or any of its subsidiary undertakings or any body corporate associated with, or any business acquired by, any of them, and to any spouse or former spouse and to any dependants of such a person (as well as before as after he ceases to hold such office or employment) and for this purpose may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefit.
- (2) Without prejudice to the provisions of article 167 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.
- (3) 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.

DIRECTORS' POWERS

- 110 Subject to the provisions of the 1985 Act and the 2006 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.
- 111 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. The directors may at any time revoke or alter the terms and conditions of the appointment or delegation.
- 112 The directors may delegate any of their powers to any director or 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.

- 113** 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.

DIRECTORS' INTERESTS

114 Permitted interests and entitlement to vote

- (A)** Paragraph (B) of this article 114 shall only apply until the commencement in force of section 175 of the 2006 Act and paragraph (C) of this article 114 shall only apply on and from the commencement in force of section 175 of the 2006 Act.
- (B) (1)** Subject to the 1985 Act and this article 114, a director, notwithstanding his office: -
- (a)** may enter into or otherwise be interested in a contract, arrangement, transaction or proposal with the Company or in which the Company is otherwise interested either in connection with his tenure of an office or place of profit or as seller, buyer or otherwise;
 - (b)** may hold another office or place of profit with the Company (except that of auditor or auditor of a subsidiary of the Company) in conjunction with the office of director and may act by himself or through his firm in a professional capacity to the Company, and in that case on such terms as to remuneration and otherwise as the board may decide either in addition to or instead of remuneration provided for by another article;
 - (c)** may be a director or other officer of, or employed by, or a party to a contract, transaction, arrangement or proposal with or otherwise interested in, a company promoted by the Company or in which the Company is otherwise interested or as regards which the Company has a power of appointment; and
 - (d)** is not liable to account to the Company for a profit, remuneration or other benefit realised by such office, employment, contract, arrangement, transaction or proposal and no such contract, arrangement, transaction or proposal is avoided on the grounds of any such interest or benefit.
- (2)** A director who, to his knowledge, is in any way (directly or indirectly) interested in a contract, arrangement, transaction or proposal with the Company shall declare the nature of his interest at the meeting of the board at which the question of entering into the contract, arrangement, transaction or proposal is first considered, if he knows his interest then exists or, in any other case, at the first meeting of the board after he knows that he is or has become interested. For the purposes of this article 114 -
- (a)** a general notice given to the board by a director that he is to be regarded as having an interest (of the nature and extent specified in the

notice) in a contract, transaction, arrangement or proposal in which a specified person or class of persons is interested is a sufficient disclosure under this article 114 in relation to that contract, transaction, arrangement or proposal; and

- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge is not treated as his interest.
- (3)** Except as provided in this article 114, a director may not vote on a resolution of the board or of a committee of the board concerning a contract, arrangement, transaction or proposal to which the Company is or is to be a party and in which he has an interest which is, to his knowledge, a material interest (otherwise than by virtue of his interest in shares or debentures or other securities of or otherwise in or through the Company), but this prohibition does not apply to a resolution concerning any of the following matters -
- (a) the giving of a guarantee, security or indemnity in respect of money lent or obligations incurred by him or any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;
 - (b) the giving of a guarantee, security or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part, either alone or jointly with others, under a guarantee or indemnity or by the giving of security;
 - (c) a contract, arrangement, transaction or proposal concerning an offer of shares, debentures or other securities of the Company or any of its subsidiary undertakings for subscription or purchase, in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate;
 - (d) a contract, arrangement, transaction or proposal to which the Company is or is to be a party concerning another company (including a subsidiary undertaking of the Company) in which he is interested (directly or indirectly) whether as an officer, shareholder, creditor or otherwise (a 'relevant company'), if he does not to his knowledge hold an interest in shares (as that term is used in section 792 the 2006 Act) representing one per cent. or more of either any class of the equity share capital of or the voting rights in the relevant company;
 - (e) a contract, arrangement, transaction or proposal for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him a privilege or benefit not generally awarded to the employees to whom it relates; and
 - (f) a contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy under which he may benefit.
- (4)** A director may not vote or be counted in the quorum on a resolution of the board or committee of the board concerning his own appointment (including, without limitation, fixing or varying the terms of his appointment or its termination) as the holder of an office or place of profit with the Company or any company in which the Company is interested. Where proposals are under consideration concerning the appointment (including, without limitation, fixing or varying the terms of appointment or its termination) of two or more directors to offices or places of profit with the Company or

a company in which the Company is interested, such proposals shall be divided and a separate resolution considered in relation to each director. In that case each of the directors concerned (if not otherwise debarred from voting under this article 114) is entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.

- (5) If a question arises at a meeting as to the materiality of a director's interest (other than the interest of the chairman of the meeting) or as to the entitlement of a director (other than the chairman) to vote or be counted in a quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, the question shall be referred to the chairman and his ruling in relation to the director concerned is conclusive and binding on all concerned.
 - (6) If a question arises at a meeting as to the materiality of the interest of the chairman of the meeting or as to the entitlement of the chairman to vote or be counted in a quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, the question shall be decided by resolution of the directors or committee members present at the meeting (excluding the chairman) whose majority vote is conclusive and binding on all concerned.
 - (7) For the purposes of this article 114, the interest of a person who is connected with (within the meaning of section 252 of the 2006 Act) a director is treated as the interest of the director and, in relation to an alternate director, the interest of his appointor is treated as the interest of the alternate director in addition to an interest which the alternate director otherwise has. This article 114 applies to an alternate director as if he were a director otherwise appointed.
- (C) (1) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise:
- (a) any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty or conflict of duties);
 - (b) a director to accept or continue in any office, employment or position in addition to his office as a director of the Company and without prejudice to the generality of paragraph (C)(1)(b) of this article 114 may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises;
- provided that for this purpose the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted.
- (2) If a matter, or office, employment or position, has been authorised by the directors in accordance with this article 114 then;
 - (a) the director shall not be required to disclose any confidential

information relating to such matter, or such office, employment or position, to the Company if to make such a disclosure would result in a breach of duty or obligation or confidence owed by him in relation to or in connection with that matter, or that office, employment or position;

- (b) the director may absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed; and
 - (c) the director may make such arrangements as such director thinks fit for Board and committee papers of the Company to be received and read by a professional adviser on behalf of that director.
- (3) A director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the directors pursuant to this article 114 (subject to any limits or conditions to which such approval was subject).

PROCEEDINGS OF DIRECTORS AND COMMITTEES

115 Board meetings

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.

116 Notice of board meetings

A director may, and the secretary at the request of a director shall, summon a board meeting. Unless the circumstances require a board meeting to be convened sooner, twenty four hours' notice of a board meeting shall be given. Notice of a board meeting is deemed to be duly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last-known address or another address given by him to the Company for that purpose. A director may waive the requirement that notice be given to him of a board meeting, either prospectively or retrospectively. A director absent or intending to be absent from the United Kingdom may request that notices of board meetings during his absence be sent in writing to him at an address given by him to the Company for that purpose. If no request is made it is not necessary to give notice of a board meeting to a director who is absent from the United Kingdom.

117 Quorum

The quorum necessary for the transaction of business may be decided by the board and until otherwise decided is two directors present in person or by alternate director. A duly convened meeting of the board at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the board.

118 Directors being less than minimum required

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 Chairman of board

The board may appoint one of its body as chairman to preside at every board meeting at which he is present and one or more deputy chairman or chairmen and decide the period for which he is or they are to hold once (and may at any time remove him or them from office). If no chairman or deputy chairman is elected, or if at a meeting neither the chairman nor a deputy chairman is present within five minutes of the time fixed for the start of the meeting, the directors and alternate directors (in the absence of their appointers) present shall choose one of their number to be chairman. If two or more deputy chairmen are present, the senior of them shall act as chairman, seniority being determined by length of office since their last appointment or reappointment or deemed reappointment. As between two or more who have held office for an equal length of time, the deputy chairman to act as chairman shall be decided by those directors and alternate directors (in the absence of their appointers) present. A chairman or deputy chairman may hold executive office or employment with the Company.

120 Written resolutions of the directors

A resolution in writing or contained in electronic communications executed by all the directors for the time being in the United Kingdom 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 Participation by telephone

A director or his alternate director may participate in a meeting of the board or a committee of the board through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the 2006 Act, all business transacted in this way by the board or a committee of the board is far the purposes of the articles deemed to be validly and effectively transacted at a meeting of the board or a committee of the board although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

122 Proceedings of committees

- (1)** Proceedings of committees of the board shall be conducted in accordance with terms prescribed by the board (if any). Subject to those terms and article 122(2), proceedings shall be conducted in accordance with applicable provisions of the articles regulating the proceedings of the board.
- (2)** Where the board resolves to delegate any of its powers, authorities and discretions to a committee and that resolution states that the committee shall consist of any one or more unnamed directors, it is not necessary to give notice of a meeting of that committee to directors other than the director or directors who form the committee.

123 Minutes of proceedings

- (1) The board shall cause minutes to be made in books kept for the purpose of -
- (a) all appointments of officers and committees made by the board and of any remuneration fixed by the board; and
 - (b) the names of directors present at every meeting of the board, committees of the board, the Company or the holders of a class of shares or debentures, and all orders, resolutions and proceedings of such meetings.
- (2) If purporting to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting, minutes are receivable as prima facie evidence of the matters stated in them.

124 Validity of proceedings of board and committee

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.

SECRETARY

- 125** Subject to the 2006 Act, the directors shall appoint a secretary or joint secretaries and may appoint one or more persons to be an assistant or deputy secretary on such terms and conditions (including, without limitation, remuneration) as it thinks fit. The board may remove a person appointed pursuant to this article from office and appoint another or others in his place.
- 126** Any provision of the 1985 Act or the 2006 Act or of the articles requiring or authorising a thing to be done by or to a director and the secretary is not satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary.

AUTHENTICATION OF DOCUMENTS

- 127** 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.

DESTRUCTION OF DOCUMENTS

- 128** Subject to compliance with the rules (as defined in the Uncertificated Securities Regulations) applicable to shares of the Company in uncertificated form, the Company shall be entitled to destroy or otherwise dispose of -
- (1)** 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 renounee or the applicant for registration (as the case may be) was registered as the holder of the shares;
 - (2)** 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
 - (3)** any instrument of proxy at any time after the expiry date of -
 - (a)** where not used for the purpose of a poll, one month; or
 - (b)** 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. Nothing contained in this article shall impose upon the Company any liability which would not have attached to the Company in the absence of that article.

THE SEAL

- 129** 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.
- 130** The Company may exercise the powers conferred by the 1985 Act of having an official seal for use outside the United Kingdom, which powers shall be vested in the directors.
- 131** Where the 1985 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.

- 132** 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

133 Declaration of dividends

The Company may, subject to the provisions of the 2006 Act, by ordinary resolution declare dividends, but no dividend shall exceed the amount recommended by the directors.

134 Interim dividends

The directors may, subject to the provisions of the 2006 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.

135 Entitlement to dividends

- (1)** Except as otherwise provided by the rights attached to shares, a dividend shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is declared and paid, but no amount paid up on a share in advance of a call may be treated for the purpose of this article 135 as paid up on the share. Dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms that it ranks for a dividend and from a certain date, that share shall rank accordingly.
- (2)** 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.
- (3)** 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 Payment of dividends in specie

Without prejudice to article 85, the board may, with the prior authority of an ordinary resolution of the Company, direct that payment of a dividend may be satisfied wholly or in part by the distribution of specific assets and in particular of paid-up shares or debentures of another company. Where a difficulty arises in connection with the distribution, the board may settle it as it thinks fit and in particular, without limitation, may –

- (1) issue fractional certificates (or ignore fractions);
- (2) fix the value for distribution of the specific assets (or any part of them); or
- (3) decide that a cash payment be made to a member on the basis of the value so fixed, in order to secure equality of distribution, and (iv) vest assets in trustees on trust for the persons entitled to the dividend as seems expedient do the board.

138 Payment of scrip dividends

- (1) Subject to the 1985 Act and 2006 Act, but without prejudice to article 85, the board may, with the prior authority of an ordinary resolution of the Company, allot to those holders of a particular class of shares who have elected to receive them further shares of that class or ordinary shares in either case credited as fully paid (**'new shares'**) instead of cash in respect of all or part of a dividend or dividends specified by the resolution, subject to any exclusions, restrictions or other arrangements the board may in its absolute discretion deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of a recognised regulatory body or a stock exchange in, any territory.
- (2) Where a resolution under article 138(1) is to be proposed at a general meeting and the resolution relates in whole or in part to a dividend to be declared at that meeting, then the resolution declaring the dividend is deemed to take effect at the end of that meeting.
- (3) A resolution under article 138(1) may relate to a particular dividend or to all or any dividends declared or paid within a specified period, but that period may not end later than the beginning of the fifth annual general meeting following the date of the meeting at which the resolution is passed.
- (4) The board shall determine the basis of allotment of new shares so that, as nearly as may be considered convenient without involving rounding up of fractions, the value of the new shares (including a fractional entitlement) to be allotted (calculated by reference to the average quotation, or the nominal value of the new shares, if greater} equals (disregarding an associated tax credit) the amount of the dividend which would otherwise have been received by the holder (the **'relevant dividend'**). For this purpose the **'average quotation'** of each of the new shares is the average of the middle-market quotations for a fully-paid share of the Company of that class derived from the Official List of the UK Listing Authority on the business day on which the relevant class of shares is first quoted "ex" the relevant dividend (or such other date as the board may deem appropriate to take account of any subsequent issue of shares by the Company) and the four subsequent business days or shall be as determined by or in accordance with the resolution under article 138(1).
- (5) The board may make any provision it considers appropriate in relation to an allotment made or to be made pursuant to this article (whether before or after the passing of the resolution under article 138(1)), including, without limitation:

- (a) the giving of notice to holders of the right of election offered to them;
 - (b) the provision of forms of election (whether in respect of a particular dividend or dividends generally);
 - (c) determination of the procedure for making and revoking elections;
 - (d) the place at which, and the latest time by which, forms of election and other relevant documents must be lodged in order to be effective, and
 - (e) the disregarding or rounding up or down or carrying forward of fractional entitlements, in whole or in part, or the accrual of the benefit of fractional entitlements to the Company (rather than to the holders concerned).
- (6) The dividend (or that part of the dividend in respect of which a right of election has been offered) is not declared or payable on shares in respect of which an election has been duly made (the ‘**elected shares**’); instead new shares are allotted to the holders of the elected shares on the basis of allotment calculated as in article 138(4). For that purpose, the board may resolve to capitalise out of amounts standing to the credit of reserves (including a share premium account, capital redemption reserve and profit and loss account), whether or not available for distribution, a sum equal to the aggregate nominal amount of the new shares to be allotted and apply it in paying up in full the appropriate number of new shares for allotment and distribution to the holders of the elected shares. A resolution of the board capitalising part of the reserves has the same effect as if the capitalisation had been declared by ordinary resolution of the Company pursuant to article 143. In relation to the capitalisation the board may exercise all the powers conferred on it by article 143 without an ordinary resolution of the Company.
- (7) The new shares rank *pari passu* in all respects with each other and with the fully-paid shares of the same class in issue on the record date for the dividend in respect of which the right of election has been offered, but they will not rank for a dividend or other distribution or entitlement which has been declared or paid by reference to that record date.

139 Method of payment

- (1) The Company may pay any dividend, interest or other amount payable in respect of a share –
- (a) in cash;
 - (b) by cheque, warrant or money order made payable to or to the order of the person entitled to the payment (and may, at the Company’s option, be crossed “account payee” where appropriate);
 - (c) by a bank or other funds transfer system to an account designated in writing by the person entitled to the payment; or
 - (d) if the board in its absolute discretion thinks fit by making payments in respect of uncertificated shares through the relevant system.
- (2) The Company may send a cheque, warrant or money order by post (i) in the case of a sole holder, to his registered address, (ii) in the case of joint holders, to the registered

address of the person whose name stands first in the register, (iii) in the case of a person or persons entitled by transmission to a share, as if it were a notice given in accordance with article 155, or (iv) in any case, to a person and address that the person or persons entitled to the payment may in writing direct.

- (3) Where a share is held jointly or two or more persons are jointly entitled by transmission to a share, (i) the Company may pay any dividend, interest or other amount payable in respect of that share to any one joint holder, or any one person entitled by transmission to the share, and in either case that holder or person may give an effective receipt for the payment, and (ii) for any of the purposes of this article 139, the Company may rely in relation to a share on the written direction or designation of any one joint holder of the share, or any one person entitled by transmission to the share.
- (4) Every cheque, warrant or money order sent by post is sent at the risk of the person entitled to the payment. If payment is made by bank or other funds transfer, or by means of a relevant system, the Company is not responsible for amounts lost or delayed in the course of transfer or in carrying out those directions. Notwithstanding any other provision of these articles relating to payments in respect of shares, where:
- (a) the board determines to make payments in respect of uncertificated shares through the relevant-system, they may also determine to enable any holder of uncertificated shares to elect not to so receive dividends through the relevant system and, in such event, establish procedures to enable such holder to make, vary or revoke any such election; and
- (b) the Company receives an authority in respect of such payments in respect of shares in a form satisfactory to it from a holder of any share (whether such authority is given in writing or by means of the relevant system or otherwise), the Company may make, or procure the making of, such payments in accordance with such authority and any payment made in accordance with such authority shall constitute a good discharge therefor.
- (5) Without prejudice to article 85, the board may withhold payment of a dividend (or part of a dividend) payable to a person entitled by transmission to a share until he has provided any evidence of his right that the board may reasonably require.

140 The Company shall not be bound to accept or act upon any waiver of the whole or any part of any dividend.

141 The directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper 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. 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 2006 Act.

142 Subject to the provisions of the 2006 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 the 1985 Act, the board may, with the authority of an ordinary resolution of the Company -

- (1)** resolve to capitalise an amount standing to the credit of reserves (including a share premium account, capital redemption reserve and profit and loss account), whether or not available for distribution;
- (2)** appropriate the sum resolved to be capitalised to the members in proportion to the nominal amount of ordinary shares (whether or not fully paid) held by them respectively and apply that sum on their behalf in or towards -
 - (a)** paying up the amounts (if any) for the time being unpaid on shares held by them respectively; or
 - (b)** paying up in full unissued shares or debentures of a nominal amount equal to that sum,

and allot the shares or debentures, credited as fully paid, to the members (or as they may direct) in those proportions, or partly in one way and partly in the other, but the share premium account, the capital redemption reserve and profits which are not available for distribution may, for the purposes of this article, only be applied in paying up unissued shares to be allotted to members credited as fully paid;

- (3)** make any arrangements it thinks fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where shares or debentures become distributable in fractions the board may deal with the fractions as it thinks fit, including issuing fractional certificates, disregarding fractions or selling shares or debentures representing the fractions to a person for the best price reasonably obtainable and distributing the net proceeds of the sale in due proportion amongst the members (except that if the amount due to a member is less than £3, or such other sum as the board may decide, the sum may be retained for the benefit of the Company);
- (4)** authorise a person to enter (on behalf of all the members concerned) into an agreement with the Company providing for either -
 - (a)** the allotment to the members respectively, credited as fully paid, of shares or debentures to which they may be entitled on the capitalisation; or
 - (b)** the payment by the Company on behalf of the members (by the application of their respective proportions of the reserves resolved to be capitalised) of the amounts or part of the amounts remaining unpaid on their existing shares,

an agreement made under the authority being effective and binding on all those members; and

- (5)** generally do all acts and things required to give effect to the resolution.

RECORD DATES

- 144** Notwithstanding any other provision of the articles, but subject to the 2006 Act and rights attached to shares, the Company or the board may fix any date as the record date for a dividend, distribution, allotment or issue. The record date may be on or at any time before or after a date on which the dividend, distribution, allotment or issue is declared, made or paid.

ACCOUNTING RECORDS AND AUDITORS

- 145** Accounting records complying with the 2006 Act shall be kept at the office, or at such other place as the directors think fit. No member of the Company or other person (other than an officer of the Company) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or ordered by a court of competent jurisdiction or authorised by the directors.

- 146** 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—

- (1)** every member (whether or not entitled to receive notices of general meeting);
- (2)** every holder of debentures (whether or no entitled to receive notices of general meeting); and
- (3)** every other person who is entitled to receive notices of meetings from the Company under the provisions of the 2006 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 2006 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 2006 Act.

- 147** Where permitted by the 2006 Act, a summary financial statement derived from the Company's annual accounts and the directors' report and auditors' report in the form and containing the information prescribed by the 2006 Act may be sent or delivered to a person in place of the documents required to be sent or delivered by article 146.

- 148** Subject to the provisions of the 2006 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.

- 149** 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

150 Any documents, notices, reports, announcements and other information (“**Documents**”) 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 or shall be given by making the Documents available on a website.

151 (1) Documents sent in electronic form by the Company

Subject to any requirement of the 2006 Act and provided that the Company has complied with all applicable regulatory requirements, the Company may send any Documents to its members in electronic form and such Documents will be validly sent provided that:

- (a) the member has agreed either generally or in respect of a specific matter (or in the case of a company is deemed to have agreed by a provision in the 2006 Act that Documents can be sent in electronic form);
- (b) the Documents are Documents to which the agreement applies; and
- (c) copies of the Documents are sent in electronic form to the address notified by the member to the Company for that purpose.

(2) Documents communicated by website

- (a) Subject to any requirement of the 2006 Act and provided that the Company has complied with all applicable regulatory requirements, the Company may send any Documents to its members by means of a website and any such Documents will be validly sent provided that:
 - (i) the member has expressly agreed (generally or specifically) that Documents may be sent by means of a website to him or he has been asked (individually) to agree that Documents can be sent by means of a website and the Company has received no response to that request within 28 days from the date on which the request was sent;
 - (ii) the Documents are Documents to which the agreement applies; and
 - (iii) the member is notified of the presence of Documents on the website, the address of the website, the place on the website where the Documents may be accessed and how they may be accessed.
- (b) Documents must be available on the website for a period of not less than 28 days from the date of notification unless the 1985 Act or 2006 Act makes provision for any other time period.
- (c) If Documents are published on the website for a part only of the period of time referred to in article 151(2)(b), they will be treated as being published throughout the period if the failure to publish throughout that period is wholly

attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid.

- 152** A member of the Company which is itself a company shall be deemed to have agreed that the Company may send Documents in accordance with article 151 above if that member is deemed by a provision in the 1985 Act or the 2006 Act to have agreed that Documents may also be sent.
- 153** Where Documents are given or sent by electronic communication, it shall be deemed to have been given or sent at the expiration of 48 hours from the time it was sent to an address supplied by the member or of notification to the member of its publication on a website.
- 154** 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. 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. Where the 2006 Act or these articles require agreement of a member to electronic means of communication or website communication, the holder who is named first in the register may give agreement on behalf of both joint holders.
- 155** 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.
- 156** 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 -
- (1)** 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;
 - (2)** 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
 - (3)** in any other case, on the second day following that on which the envelope containing it was posted.

- 157** A member present in person or by proxy at a meeting or of the holders of a class of shares is deemed to have received due notice of the meeting and, where required, of the purposes for which it was called.
- 158** 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.
- 159** A person who becomes entitled to a share by transmission, transfer or otherwise is bound by a notice in respect of that share (other than a notice served by the Company under section 793 of the 2006 Act) which, before his name is entered in the register, has been properly served on a person from whom he derives his title.
- 160** 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.

UNTRACED SHAREHOLDERS

- 161** 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.
- 162** 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 -
- (1)** during the period of twelve years prior to the date of the publication of the advertisements referred to in paragraph (2) 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;
 - (2)** 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

- (3) 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 (1) 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.

163 The provisions of article 39 shall apply to any sale referred to in article 162.

164 The net proceeds of any sale under article 162 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.

WINDING UP

165 The directors shall have power in the name and on behalf of the Company to present a petition to the Court for the Company to be wound up. If the Company is wound up, the liquidator may, with the authority of an extraordinary resolution and any other sanction required by the Insolvency Act 1986, divide among the members in specie the whole or any part of the assets of the Company and may for this purpose set such value as he deems fair upon each kind of property and may determine how such division shall be carried out as between the members or different classes of members; but no member shall be compelled to accept any asset in respect of which there is a liability. The liquidator may also, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of the members as the liquidator shall think fit, and the liquidation of the Company may be closed and the Company dissolved.

166 The power of sale of a liquidator shall include a power to sell wholly or partially for shares or debentures or other obligations of another body corporate, either then already constituted or about to be constituted for the purpose of carrying out the sale.

INDEMNITY OF OFFICERS AND FUNDING DIRECTORS' DEFENCE COSTS

167 (1) To the extent permitted by the 1985 and the 2006 Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the Company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him:

- (i) to the Company or to any associated company; or

- (ii) to pay a fine imposed in criminal proceedings; or
 - (iii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or
 - (iv) in defending any criminal proceedings in which he is convicted; or
 - (v) in defending any civil proceedings brought by the Company, or an associated company, in which judgement is given against him; or
 - (vi) in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely:
 - (a) section 144(3) or (4) of the 1985 Act (acquisition of shares by innocent nominee); or
 - (b) section 727 of the 1985 Act (general power to grant relief in case of honest and reasonable conduct).
- (2)** To the extent permitted by the 1985 Act and the 2006 Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director of the Company acting in its capacity as a trustee of an occupational pension scheme shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in connection with the Company's activities as trustee of the scheme provided that such indemnity shall not apply in respect of any liability incurred by him:
- (i) to pay a fine imposed in criminal proceedings; or
 - (ii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or
 - (iii) in defending criminal proceedings in which he is convicted.
- (3)** Without prejudice to article 167(1) or to any indemnity to which a director may otherwise be entitled, and to the extent permitted by the 1985 Act and the 2006 Act and otherwise upon such terms and subject to such conditions as the board may in its absolute discretion think fit, the board shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 144(3) or (4) of the 1985 Act (acquisition of shares by innocent nominee) or section 727 of the 1985 Act (general power to grant relief in case of honest and reasonable conduct) or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority or to enable a director to avoid incurring any such expenditure.