

Company No: 9854713

THE COMPANIES ACT 2006

PUBLIC COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION

of

OSIRIUM TECHNOLOGIES PLC

Adopted by Special Resolution passed on 6 April 2016

BLAKE 
MORGAN

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(Adopted by Special Resolution passed on 6 April 2016)

PRELIMINARY

1 Exclusion of model articles (and any other prescribed regulations)

No regulations set out in any statute or in any statutory instrument or other subordinate legislation made under statute concerning companies (including the regulations in the Model Articles for Public Companies as set out in Schedule 3 to the Companies (Model Articles) Regulations 2008 as amended) shall apply to the Company, but the following shall be the Articles of Association of the Company.

2 Interpretation

2.1 In these Articles, unless the context otherwise requires, the following expressions have the following meanings:

“**address**” includes a number or address used for the purposes of sending or receiving documents or information by electronic means;

“**AIM**” means AIM, a market operated by the London Stock Exchange;

“**Articles**” means these Articles of Association as originally adopted or altered or varied from time to time (and “**Article**” means one of these Articles);

“**Auditors**” means the auditors for the time being of the Company or, in the case of joint auditors, any one of them;

“**authenticated**” means (subject to section 1146 CA 2006) authenticated in such manner as the Board may in its absolute discretion determine;

“**Board**” means the board of Directors for the time being of the Company or the Directors present or deemed to be present at a duly convened meeting of Directors at which a quorum is present;

“**Business Day**” means a day other than a Saturday, Sunday or public holiday in England;

“**CA 2006**” means the Companies Act 2006;

“cash memorandum account” means an account so designated by the Operator of the relevant system;

“Chairman” means the chairman (if any) of the Board or, where the context requires, the chairman of a general meeting of the Company;

“clear days” means (in relation to the period of a notice) that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“Company” means Osirium Technologies plc;

“Companies Acts” means the CA 2006 and, where the context requires, every other statute from time to time in force concerning companies and affecting the Company;

“Director” means a director for the time being of the Company;

“electronic form” and **“electronic means”** have the meanings given to them in section 1168 CA 2006;

“execution” includes any mode of execution (and **“executed”** shall be construed accordingly);

“financial institution” means a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange which is designated as mentioned in section 778 CA 2006;

“FSMA” means the Financial Services and Markets Act 2000;

“holder” means (in relation to any share) the member whose name is entered in the Register as the holder or, where the context permits, the members whose names are entered in the Register as the joint holders of that share;

“London Stock Exchange” means London Stock Exchange plc or other principal stock exchange in the United Kingdom for the time being;

“member” means a member of the Company or, where the context requires, a member of the Board or of any committee;

“Office” means the registered office for the time being of the Company;

“Operator” means Euroclear UK & Ireland Limited or such other person as may for the time being be approved by HM Treasury as Operator under the Regulations;

“Ordinary Share” means an ordinary share of the Company of £0.01;

“Ordinary Shareholder” means a holder of Ordinary Shares;

“paid up” means paid up or credited as paid up;

“participating security” means a security title to units of which are permitted by the Operator to be transferred by means of a relevant system;

“recognised clearing house” means a clearing house granted recognition under FSMA;

“recognised investment exchange” means an investment exchange granted recognition under FSMA;

“Register” means the register of members of the Company to be kept pursuant to the Companies Act or, as the case may be, any overseas branch register kept pursuant to Article 114;

“Regulations” means the Uncertificated Securities Regulations 2001 (SI 2001 No 3755) as amended from time to time and any provisions of or under the Companies Acts which supplement or replace such regulations;

“relevant system” means a computer-based system and procedures, which enable title to units of a security to be evidenced and transferred without a written instrument pursuant to the Regulations;

“Seal” means the common seal of the Company or any official or securities seal that the Company may be permitted to have under the Companies Acts;

“Secretary” means the secretary for the time being of the Company or any other person appointed to perform any of the duties of the secretary of the Company including (subject to the provisions of the Companies Acts) a joint, temporary, assistant or deputy secretary;

“share” means a share in the capital of the Company;

“United Kingdom” means Great Britain and Northern Ireland;

“UK Listing Authority” means the competent authority for the time being for the purposes of Part VI of FSMA; and

“writing” or **“written”** means printing, typewriting, lithography, photography and any other mode or modes of representing or reproducing words in a legible and non-transitory form, including (subject to the provisions of the Companies Acts) in electronic form.

2.2 In these Articles, unless the context otherwise requires:

2.2.1 words in the singular include the plural, and vice versa;

2.2.2 words importing the masculine gender include the feminine gender;

2.2.3 a reference to a person includes a body corporate and an unincorporated body of persons;

2.2.4 a reference to an uncertificated share or to a share (or to a holding of shares) being in uncertificated form are references to that share being an uncertificated unit of a security which, for the time being, is a participating security, and references to a certificated share or to a share being in certificated form are references to that share being a unit of a security which is not an uncertificated unit;

2.2.5 a reference to any statute or statutory provision shall include any orders, regulations or other subordinate legislation made under it and any statutory modification, or re-enactment of it for the time being in force; and

2.2.6 words or expressions not defined herein shall have the respective meanings given to them in the Companies Acts.

2.3 The headings are inserted for convenience only and shall not affect the construction of these Articles.

2.4 Where pursuant to any provision of these Articles any notice, appointment of proxy or other document which is in electronic form is required to be signed or executed by or on behalf of any person, that signature or execution includes the affixation by or on behalf of that person of an electronic signature (as defined in section 7(2) Electronic Communications Act 2000) in such form as the Directors may approve.

3 Form of resolution

Subject to the Companies Acts, where for any purpose an ordinary resolution of the Company is required, a special resolution shall also be effective.

4 Uncertificated shares

4.1 Notwithstanding anything in these Articles to the contrary, any Ordinary Shares may be issued, held, registered, converted to, transferred or otherwise dealt with in uncertificated form and converted from uncertificated form to certificated form and vice versa in accordance with the Regulations and practices instituted by the Operator of the relevant system. The provisions of these Articles shall not apply to any uncertificated shares to the extent that such provisions are inconsistent with:

4.1.1 the holding of shares in uncertificated form;

4.1.2 the transfer of title to shares by means of a relevant system; or

4.1.3 any provision of the Regulations.

4.2 Without prejudice to the generality and effectiveness of the foregoing:

4.2.1 Articles 12, 13 and 33 and the second and third sentences of Article 35 below shall not apply to uncertificated shares. The first sentence of Article 35 shall apply in relation to such shares as if the reference to the date on which the transfer was lodged with the Company were a reference to the date on which the appropriate instruction was received by or on behalf of the Company in accordance with the facilities and requirements of the relevant system;

4.2.2 without prejudice to Article 34, the Board may refuse to register a transfer of uncertificated shares in such other circumstances as may be permitted or required by the Regulations and the relevant system;

4.2.3 references in these Articles to a requirement on any person to execute or deliver an instrument of transfer or certificate or other document which shall not be appropriate in the case of uncertificated shares shall, in the case of uncertificated shares, be treated as references to a requirement to comply with any relevant requirements of the relevant system and any relevant arrangements or regulations which the Board may make from time to time pursuant to Article 4.2.12 below;

4.2.4 for the purposes referred to in Article 39, a person entitled by transmission to a share in uncertificated form who elects to have some other person registered shall 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 into certificated form and execute an instrument of transfer of that certificated share to that person;

4.2.5 the Company shall enter on the Register, which may be maintained by a third party under the direct supervision of the Company, the number of shares which are held by each member in uncertificated form and in certificated form and shall maintain the Register in each case as is required by the Regulations and the relevant system and, unless the Board otherwise determines, holdings of the same holder or joint holders in certificated form and uncertificated form shall be treated as separate holdings;

4.2.6 a class of share shall not be treated as two classes by virtue only of that class comprising both certificated shares and uncertificated shares or as a result of any

provision of these Articles or the Regulations which applies only in respect of certificated shares or uncertificated shares;

- 4.2.7 references in Article 41 to instruments of transfer shall include, in relation to uncertificated shares, instructions and/or notifications made in accordance with the relevant system relating to the transfer of such shares;
 - 4.2.8 for the purposes referred to in Article 43.3, the Board may in respect of uncertificated shares authorise some person to transfer and/or require the holder to transfer the relevant shares in accordance with the facilities and requirements of the relevant system;
 - 4.2.9 for the purposes of Article 78.1.2, the Board may only exercise its discretion not to register a transfer of shares in uncertificated form if permitted to do so by the Regulations, and it may determine to treat shares of a member in certificated and uncertificated form as separate holdings and apply the sanctions only to the former or to the latter or make different provisions for the former and the latter;
 - 4.2.10 for the purposes of Article 139.1, any payment in the case of uncertificated shares may be made by means of the relevant system (subject always to the facilities and requirements of the relevant system and without prejudice to the generality of the foregoing) and such payment may be made by the sending by the Company or any person on its behalf of an instruction to the Operator of the relevant system to credit the cash memorandum account of the holder or joint holders of such shares or, if permitted by the Company, of such person as the holder or joint holders may direct in accordance with Article 139 and, for the purposes of Article 139.3, the making of a payment in accordance with the facilities and requirements of the relevant system concerned shall be a good discharge to the Company;
 - 4.2.11 subject to the Companies Acts, the Board may issue shares as certificated shares or as uncertificated shares in its absolute discretion and Articles 6, 142 and 144 shall be construed accordingly;
 - 4.2.12 the Board may make such arrangements or regulations (if any) as it may from time to time in its absolute discretion think fit in relation to the evidencing and transfer of uncertificated shares and otherwise for the purpose of implementing and/or supplementing the provisions of this Article 4 and the Regulations and the facilities and requirements of the relevant system and such arrangements and regulations (as the case may be) shall have the same effect as if set out in this Article 4;
 - 4.2.13 the Board may utilise the relevant system to the fullest extent available from time to time in the exercise of the Company's powers or functions under the Companies Acts or these Articles or otherwise in effecting any actions; and
 - 4.2.14 the Board may resolve that a class of shares is to become a participating security and may at any time determine that a class of shares shall cease to be a participating security.
- 4.3 Where any class of shares in the capital of the Company is a participating security and the Company is entitled under any provisions of the Companies Acts or the rules made and practices instituted by the Operator of any relevant system or under these Articles to dispose of, forfeit, enforce a lien or sell or otherwise procure the sale of any shares which are held in uncertificated form, such entitlement (to the extent permitted by the Regulations and the rules made and practices instituted by the Operator of the relevant system) shall include the right to:
- 4.3.1 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
 - 4.3.2 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 (by instructions given by means of a relevant system or otherwise) as may be necessary to sell or transfer such shares; and/or

- 4.3.3 appoint any person to take such other steps (by instruction given by means of a relevant system or otherwise) in the name of the holder of such shares as may be required to effect a 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; and/or
 - 4.3.4 transfer any uncertificated shares which are the subject of any exercise by the Company of any such entitlement by entering the name of the transferee in the Register in respect of that share as a transferred share; and/or
 - 4.3.5 otherwise rectify or change the Register in respect of that share in such manner as may be appropriate; and/or
 - 4.3.6 take such other action as may be necessary to enable those shares to be registered in the name of the person to whom the shares have been sold or disposed of or as directed by him.
- 4.4 The Company shall be entitled to assume that the entries on any record of securities maintained by it in accordance with the Regulations and regularly reconciled with the relevant Operator register of securities are a complete and accurate reproduction of the particulars entered in the Operator register of securities and shall accordingly not be liable in respect of any act or thing done or omitted to be done by or on behalf of the Company in reliance on such assumptions. In particular, any provision of these Articles which requires or envisages that action will be taken in reliance on information contained in the Register shall be construed to permit that action to be taken in reliance on information contained in any relevant record of securities (as so maintained and reconciled).

SHARE CAPITAL

5 Issued share capital

- 5.1 The issued share capital of the Company at the date of adoption of these Articles is £65,482.02 divided into 6,548,202 ordinary shares of £0.01 each.
- 5.2 On a return of assets on liquidation or capital reduction or otherwise, the assets of the Company remaining after payment of its liabilities shall, subject to the rights of the holders of any other classes of shares from time to time in issue, be applied to the holders of Ordinary Shares equally *pro-rata* to their holdings of Ordinary Shares.

6 Allotment

- 6.1 Subject to the provisions of the Companies Acts and to any relevant authority of the Company in general meeting required by the Companies Acts, any shares hereafter created shall be at the disposal of the Board, which may allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of them or rights to subscribe for or convert any security into shares to such persons (including the Directors themselves), at such times and generally on such terms and conditions as the Board may decide, provided that no share shall be issued at a discount.
- 6.2 The Board may, at any time after the allotment of any share but before any person has been entered in the Register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and accord to any allottee of a share a right to effect such renunciation

and/or allow the rights represented thereby to be one or more participating securities, in each case subject to such terms and conditions as the Board may think fit to impose.

7 Redeemable shares

Subject to the provisions of the Companies Acts and to any special rights for the time being attached to any existing shares, any share may be issued which is redeemable, or at the option of the Company or of the holder of such share is liable to be redeemed. The Board may determine the terms, conditions and manner of redemption of such shares provided that it does so before the shares are allotted.

8 Power to attach rights

Subject to the provisions of the Companies Acts and to any special rights for the time being attached to any existing shares, any shares may be allotted or issued with, or have attached to them, such preferred, deferred or other special rights or restrictions, whether in regard to dividend, voting, transfer, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Board may determine.

9 Share warrants to bearer

9.1 The Company may, with respect to any fully paid shares, issue a warrant (a “**share warrant**”) stating that the bearer of the warrant is entitled to the shares specified in it and may provide (by coupons or otherwise) for the payment of future dividends on the shares included in a share warrant.

9.2 The powers referred to in Article 9.1 may be exercised by the Board, which may determine and vary the conditions on which share warrants shall be issued, and in particular on which:

9.2.1 a new share warrant or coupon will be issued in the place of one damaged, defaced, worn out or lost (provided that no new share warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed);

9.2.2 the bearer of a share warrant shall be entitled to receive notice of and to attend, vote and demand a poll at general meetings;

9.2.3 dividends will be paid; and

9.2.4 a share warrant may be surrendered and the name of the holder entered in the Register in respect of the shares specified in it.

9.3 Subject to such conditions and to these Articles, the bearer of a share warrant shall be deemed to be a member for all purposes. The bearer of a share warrant shall be subject to the conditions for the time being in force and applicable thereto, whether made before or after the issue of such share warrant.

10 Commission and brokerage

The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Companies Acts. Subject to the provisions of the Companies Acts, any such commission or brokerage may be satisfied by the payment of cash, the allotment of fully or partly paid shares, the grant of an option to call for an allotment of shares or any combination of such methods.

11 Trusts not to be recognised

Except as otherwise expressly provided by these Articles, as required by law or as ordered by a court of competent jurisdiction, the Company shall not recognise any person as holding any share on any trust, and the Company shall not be bound by or required in any way to recognise (even when having notice of it) any equitable, contingent, future, partial or other claim to or interest in any shares other than an absolute right of the holder to the whole of the share.

SHARE CERTIFICATES

12 Right to certificates

- 12.1 On becoming the holder of any share, every person (except a financial institution in respect of whom the Company is not by law required to complete and have ready for delivery a certificate) shall be entitled, without charge, to have issued within two months after allotment or lodgement of a transfer (unless the terms of issue of the shares provide otherwise) one certificate for all of the shares of that class registered in his name. Such certificate shall specify the number and class of the shares in respect of which it is issued and the amount or respective amounts paid up thereon and shall be issued as provided in Article 129.
- 12.2 The Company shall not be bound to issue more than one certificate in respect of shares held jointly by two or more persons. Delivery of a certificate to the person first named on the Register shall be sufficient delivery to all joint holders.
- 12.3 Where a member (other than a financial institution) has transferred part only of the shares comprised in a certificate, he shall be entitled without charge to a certificate for the balance of such shares. Where a member receives more shares of any class, he shall be entitled without charge to a certificate for the extra shares of that class.
- 12.4 No certificate shall be issued representing shares of more than one class or in respect of shares held by a financial institution.
- 12.5 A share certificate may be issued under Seal (by affixing the Seal to or printing the Seal or a representation of it on the certificate) or signed by at least two Directors or by at least one Director and the Secretary or one Director in the presence of an independent witness. Such certificate shall specify the number and class of the shares in respect of which it is issued and the amount or respective amounts paid up on it. The Board may by resolution decide, either generally or in any particular case or cases, that any signatures on any share certificates need not be autographic but may be applied to the certificates by some mechanical or other means or may be printed on them or that the certificates need not be signed by any person.
- 12.6 Every share certificate sent in accordance with these Articles will be sent at the risk of the member or other person entitled to the certificate. The Company will not be responsible for any share certificate lost or delayed in the course of delivery.

13 Replacement certificates

- 13.1 Any two or more certificates representing shares of any one class held by any member may at his request be cancelled and a single new certificate for such shares issued in lieu without charge on surrender of the original certificates for cancellation.
- 13.2 If any member shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Board may, if it thinks fit, comply with such request.
- 13.3 Share certificates may be renewed or replaced on such terms as to provision of evidence and indemnity (with or without security) and to payment of any exceptional out of pocket expenses,

including those incurred by the Company in investigating such evidence and preparing such indemnity and security, as the Board may decide, and on surrender of the original certificate (where it is defaced, damaged or worn out), but without any further charge.

- 13.4 In the case of shares held jointly by several persons, any such request as is mentioned in this Article 13 may be made by any one of the joint holders.

14 Liability of members

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

LIEN ON SHARES

15 Lien on shares not fully paid

The Company shall have a first and paramount lien on each of its shares which is not fully paid, for all amounts payable to the Company (whether presently or not) in respect of that share and to the extent and in the circumstances permitted by the Companies Acts. The Board may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Article provided that in the case of shares admitted to the Official List of the UK Listing Authority or admitted to trading on AIM, such discretion may not be exercised in such a way as to prevent dealings in the shares from taking place on an open and proper basis.

16 Enforcement of lien by sale

The Board may sell all or any of the shares subject to any lien at such time or times and in such manner as it may determine. However, no sale shall be made until such time as any moneys in respect of which such lien exists are presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, and until notice in writing shall have been served on the holder or the persons (if any) entitled by transmission to the shares, demanding the amount due or specifying the liability or engagement and demanding payment or fulfilment or discharge thereof and giving notice of intention to sell in default and default in payment, fulfilment or discharge shall have been made by him or them for 14 clear days after service of such notice. For giving effect to any such sale, the Board may authorise some person to execute an instrument of transfer of the shares sold in the name and on behalf of the holder or the persons entitled by transmission in favour of the purchaser or as the purchaser may direct. The purchaser shall not be bound to see to the application of the purchase money and the title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

17 Application of proceeds of sale

The net proceeds of any sale of shares subject to any lien, after payment of costs, shall be applied in or towards satisfaction of so much of the amount due to the Company or of the liability or engagement (as the case may be) as is presently payable or is liable to be presently fulfilled or discharged. The balance (if any) shall (on surrender to the Company for cancellation of the certificate for the shares sold, and subject to a like lien for any moneys not presently payable or any liability or engagement not liable to be presently fulfilled or discharged as existed on the shares before the sale) be paid to the holder or the person (if any) entitled by transmission to the shares so sold (without interest).

CALLS ON SHARES

18 Calls

Subject to the terms of allotment of shares, the Board may from time to time make calls on the members in respect of any moneys unpaid on the shares, of any class, held by them respectively (whether in respect of nominal value or premium) and not payable on a date fixed by or in accordance with the terms of issue. Each member shall (subject to receiving at least 14 clear days' notice specifying when and where payment is to be made and whether or not by instalments) be liable to pay the amount of every call so made on him as required by the notice. A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed or (as the case may require) any person to whom power has been delegated pursuant to these Articles serves notice of exercise of such power. A call may be required to be paid by instalments and may, before receipt by the Company of any sum due thereunder, be either revoked or postponed in whole or part as regards all or any such members as the Board may determine. A person on whom a call is made shall remain liable notwithstanding the subsequent transfer of the shares in respect of which the call was made. The joint holders of a share shall be jointly and severally liable for the payment of all calls in respect thereof.

19 Interest on calls

If the whole of the sum payable in respect of any call is not paid on or before the day appointed for payment, the person from whom it is due and payable shall pay all costs, charges and expenses that the Company may have incurred by reason of such non-payment, together with interest on the unpaid amount from the day appointed for payment thereof to the time of actual payment at the rate fixed by the terms of the allotment of the share or in the notice of the call or, if no rate is so fixed, at such rate, not exceeding 15 per cent. per annum, as the Board shall determine. The Board may waive payment of such costs, charges, expenses or interest in whole or in part.

20 Rights of member when call unpaid

Unless the Board otherwise determines, no member shall be entitled to receive any dividend or to be present and vote at a general meeting or at any separate general meeting of the holders of any class of shares either in person or (save as proxy for another member) by proxy, or be reckoned in a quorum, or to exercise any other right or privilege as a member in respect of a share held by him unless and until he shall have paid all calls for the time being due and payable by him in respect of that share, whether alone or jointly with any other person, together with interest and expenses (if any) to the Company.

21 Sums due on allotment treated as calls

Any sum payable in respect of a share on allotment or at any fixed date, whether in respect of the nominal value of the share or by way of premium or as an instalment of a call, shall for all purposes of these Articles be deemed to be a call duly made. If it is not paid, the provisions of these Articles shall apply as if such amount had become due and payable by virtue of a call.

22 Power to differentiate

The Board may make arrangements on the allotment or issue of shares for a difference as between the allottees or holders of such shares in the amount and time of payment of calls.

23 Payment in advance of calls

The Board may, if it thinks fit, receive from any member willing to advance the same all or any part of the moneys uncalled and unpaid on the shares held by him. Such payment in advance of calls shall extinguish *pro tanto* the liability on the shares on which it is made. The Company may pay interest on the money paid in advance, or so much of it as exceeds the amount for the

time being called up on the shares in respect of which such advance has been made, at such rate as the Board may decide. The Board may at any time repay the amount so advanced on giving to such member not less than three months' notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.

FORFEITURE OF SHARES

24 Notice if call not paid

If any member fails to pay the whole of any call or any instalment of any call on or before the day appointed for payment, the Board may at any time serve a notice in writing on such member or on any person entitled to the shares by transmission, requiring payment, on a date not less than 14 clear days from the date of the notice, of the amount unpaid and any interest which may have accrued thereon and any costs, charges and expenses incurred by the Company by reason of such non-payment. The notice shall name the place where the payment is to be made and state that, if the notice is not complied with, the shares in respect of which such call was made will be liable to be forfeited.

25 Forfeiture for non-compliance

If the notice referred to in Article 24 is not complied with, any share in respect of which it was given may, at any time before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared or other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

26 Notice after forfeiture

When any share has been forfeited, notice of the forfeiture shall be served on the person who was before forfeiture the holder of the share or the person entitled to such share by transmission (as the case may be). An entry of such notice having been given and of the forfeiture with the date thereof shall forthwith be made in the Register in respect of such share. However, no forfeiture shall be invalidated by any omission to give such notice or to make such entry as aforesaid.

27 Forfeiture may be annulled

The Board may, at any time before any share so forfeited has been cancelled or sold, re-allotted or otherwise disposed of, annul the forfeiture, on the terms that payment shall be made of all calls and interest due thereon and all expenses incurred in respect of the share and on such further terms (if any) as the Board shall see fit.

28 Surrender

The Board may accept a surrender of any share liable to be forfeited. In such case, references in these Articles to forfeiture shall include surrender.

29 Disposal of forfeited shares

Every share which is forfeited shall on forfeiture become the property of the Company. Subject to the provisions of the Companies Acts, any forfeited share may be sold, re-allotted or otherwise disposed of, either to the person who was the holder before forfeiture or otherwise entitled to the share, or to any other person, on such terms and in such manner as the Board shall determine. The Board may, for the purposes of the disposal, authorise some person to transfer the share in question and may enter the name of the transferee in respect of the transferred share in the Register, notwithstanding the absence of any share certificate being lodged in respect of the share and may issue a new certificate to the transferee. An instrument of transfer executed by that person shall be as effective as if it had been executed by the holder

of, or the person entitled by transmission to, the share. The Company may receive the consideration (if any) given for the share on its disposal.

30 Effect of forfeiture

A shareholder whose shares have been forfeited shall cease to be a member in respect of the shares forfeited and shall surrender to the Company for cancellation the certificate for such shares. He shall nevertheless be liable to pay to the Company all calls made and not paid on such shares at the time of forfeiture, and interest thereon at 15 per cent. per annum (or such lower rate as the Board may determine) from the date of the forfeiture to the date of payment, in the same manner in all respects as if the shares had not been forfeited, and to satisfy all (if any) claims, demands and liabilities which the Company might have enforced in respect of the shares at the time of forfeiture, without any reduction or allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.

31 Extinction of claims

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 holder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles expressly saved or as are by the Companies Acts given or imposed in the case of past members.

32 Evidence of forfeiture

A statutory declaration by a Director or the Secretary that a share has been forfeited in pursuance of these Articles, and stating the date on which it was forfeited shall, as against all persons claiming to be entitled to that share, be conclusive evidence of the facts therein stated. The declaration, together with the receipt of the Company for the consideration (if any) given for the share on the sale or disposal thereof and a certificate for the share delivered to the person to whom the same is sold or disposed of, shall (subject if necessary to the execution of an instrument of transfer) constitute a good title to the share. Subject to the execution of any necessary transfer, such person shall be registered as the holder of the share and shall be discharged from all calls made prior to such sale or disposal and shall not be bound to see to the application of the purchase money or other consideration (if any), nor shall his title to the share be affected by any act, omission or irregularity relating to or connected with the proceedings in reference to the forfeiture or disposal of the share. Such person shall not (except by express agreement with the Company) become entitled to any dividend which might have accrued on the share before the completion of the sale or disposal thereof.

TRANSFER OF SHARES

33 Form of transfer

Subject to such of the restrictions of these Articles as may be applicable, each member may transfer all or any of his shares by instrument of transfer in writing in any usual form or in any form approved by the Board. Such instrument shall be executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid up) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register in respect of it.

34 Right to refuse registration

The Board may, in its absolute discretion and without giving any reason, refuse to register any transfer of a share (or renunciation of a renounceable letter of allotment) unless:

34.1.1 it is in respect of a share which is fully paid up;

- 34.1.2 it is in respect of only one class of shares;
- 34.1.3 it is in favour of a single transferee or not more than four joint transferees;
- 34.1.4 it is duly stamped (if so required); and
- 34.1.5 it is delivered for registration to the Office or such other place as the Board may from time to time determine, accompanied (except in the case of a transfer by a financial institution where a certificate has not been issued or in the case of a renunciation) by the certificate for the shares to which it relates and such other evidence as the Board may reasonably require to prove the title of the transferor or person renouncing and the due execution of the transfer or renunciation by him or, if the transfer or renunciation is executed by some other person on his behalf, the authority of that person to do so;

provided that the Board shall not refuse to register any transfer or renunciation of partly paid shares which are admitted to the Official List of the UK Listing Authority or admitted to trading on AIM on the grounds that they are partly paid shares in circumstances where such refusal would prevent dealings in such shares from taking place on an open and proper basis.

34.2 Transfers of shares will not be registered in the circumstances referred to in Article 78.

35 Notice of refusal

If the Board refuses to register a transfer of a share it shall, within two months after the date on which the transfer was lodged with the Company, send notice of the refusal to the transferee. Any instrument of transfer which the Board refuses to register shall (except in the case of suspected or actual fraud) be returned to the person depositing it. All instruments of transfer which are registered may be retained by the Company.

36 Fees on registration

No fee shall be charged for registration of a transfer or on the registration of any probate, letters of administration, certificate of death or marriage, power of attorney, notice or other instrument relating to or affecting the title to any shares.

37 Other powers in relation to transfers

Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person or, if empowered by these Articles to authorise any person to execute an instrument of transfer of a share, from authorising any person to transfer that share in accordance with any procedures implemented pursuant to Article 16.

TRANSMISSION OF SHARES

38 On death

If a member dies, the survivors or survivor, where he was a joint holder, and his executors or administrators, where he was a sole or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his shares. Nothing in these Articles shall release the estate of a deceased member from any liability in respect of any share which has been solely or jointly held by him.

39 Election of person entitled by transmission

Any person becoming entitled to a share in consequence of the death or bankruptcy of any member, or of any other event giving rise to a transmission of such entitlement by operation of

law may, on such evidence as to his title being produced as the Board may require, elect either to become registered as a member or to have some person nominated by him registered as a member. If he elects to become registered himself, he shall give notice to the Company to that effect. If he elects to have some other person registered, he shall execute an instrument of transfer of such share to that person. All the provisions of these Articles relating to the transfer of shares shall apply to the notice or instrument of transfer (as the case may be) as if it were an instrument of transfer executed by the member and his death, bankruptcy or other event as aforesaid had not occurred. Where the entitlement of a person to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law is proved to the satisfaction of the Board, the Board shall within two months after being provided with such proof cause the entitlement of that person to be noted in the Register.

40 Rights on transmission

Where a person becomes entitled to a share in consequence of the death or bankruptcy of any member, or of any other event giving rise to a transmission of such entitlement by operation of law, the rights of the holder in relation to such share shall cease. However, the person so entitled may give a good discharge for any dividends and other moneys payable in respect of it and shall have the same rights to which he would be entitled if he were the holder of the share, except that he shall not, before he is registered as the holder of the share, be entitled in respect of it to receive notice of, or to attend or vote at, any meeting of the Company or at any separate meeting of the holders of any class of shares of the Company. The Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share. If the notice is not complied with within 60 days, the Board may thereafter withhold payment of all dividends and other moneys payable in respect of such share until the requirements of the notice have been complied with.

DESTRUCTION OF DOCUMENTS

41 Destruction of documents

41.1 The Company may destroy:

- 41.1.1 any instrument of transfer, after six years from the date on which it is registered;
- 41.1.2 any dividend mandate or any variation or cancellation thereof or any notification of change of name or address, after two years from the date on which it is recorded;
- 41.1.3 any share certificate, after one year from the date on which it is cancelled; and
- 41.1.4 any other document on the basis of which any entry in the Register is made, after six years from the date on which an entry was first made in the Register in respect of it,

provided that the Company may destroy any such type of document at a date earlier than that authorised by this Article if a copy of such document is made and retained (whether made electronically, by microfilm, by digital imaging or by any other means) until the expiration of the period applicable to the destruction of the original of such document.

41.2 It shall be conclusively presumed in favour of the Company that every entry in the Register purporting to have been made on the basis of a document so destroyed was duly and properly made, that every instrument of transfer so destroyed was duly registered, that every share certificate so destroyed was duly cancelled, that every other document so destroyed had been properly dealt with in accordance with its terms and was valid and effective in accordance with the particulars in the records of the Company, provided that:

- 41.2.1 this Article 41 shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant;
- 41.2.2 nothing in this Article 41 shall be construed as imposing on the Company any liability in respect of the destruction of any such document otherwise than as provided for in this Article 41 which would not attach to the Company in the absence of this Article 41; and
- 41.2.3 references in this Article 41 to the destruction of any document include references to the disposal of it in any manner.

ALTERATION OF SHARE CAPITAL

42 Increase, cancellation, consolidation, and sub-division

- 42.1 The Company may from time to time by ordinary resolution:
 - 42.1.1 increase its share capital;
 - 42.1.2 cancel any shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person;
 - 42.1.3 consolidate and divide all or any of its issued share capital into shares of larger amount than its existing shares; and
 - 42.1.4 subject to the provisions of the Companies Acts, sub-divide its shares or any of them into shares of smaller amount, and may by such resolution determine that, as between the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights or be subject to any such restrictions as the Company has power to attach to unissued or new shares.

43 Fractions

- 43.1 Whenever as the result of any consolidation, division or sub-division of shares any holders would become entitled to fractions of a share, the Board may, on behalf of those holders, deal with such fractions as they see fit, in particular but without limitation, the Board may:
 - 43.1.1 sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Companies Acts, the Company) and distribute the net proceeds of sale after deduction of the expenses of sale in due proportion among those holders (except that any amount otherwise due to a holder, being less than £3.00 or such other sum as the Board may from time to time determine, may be retained for the benefit of the Company); or
 - 43.1.2 provided that the necessary unissued shares are available, issue to such holders credited as fully paid by way of capitalisation the minimum number of shares required to round up his holding to an exact multiple of the number of shares to be consolidated into a single share (such issue being deemed to have been effected prior to consolidation) and the amount required to pay up such shares shall be appropriated at the Board's discretion from any of the sums standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve) or to the credit of profit and loss account and capitalised by applying the same in paying up the share. In relation to such a capitalisation the Board may exercise all the powers conferred on it by Article 144 without an ordinary resolution of the Company.

- 43.2 Subject to the provisions of the Companies Acts, the Board may treat shares of a holder in certificated form and in uncertificated form as separate holdings in giving effect to subdivisions and/or consolidations and may cause any shares arising on subdivision or consolidation and representing fractional entitlements to be entered in the Register as shares in certificated form where this is desirable to facilitate the sale thereof.
- 43.3 For the purposes of any sale of consolidated shares pursuant to Article 43.1, the Board may authorise a person to execute an instrument of transfer of the shares to, or in accordance with, the directions of the purchaser, and the transferee shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

44 Reduction of capital

Subject to the provisions of the Companies Acts and to any rights for the time being attached to any shares, the Company may by special resolution reduce its share capital, any capital redemption reserve, share premium account or other undistributable reserve in any way.

45 Purchase of own shares

- 45.1 Subject to the provisions of the Companies Acts, to any rights for the time being attached to any shares, to any requirements imposed by the Listing Rules of the UK Listing Authority or, if the Ordinary Shares are admitted to trading on AIM, the AIM Rules for Companies and any confirmation or consent required by law, the Company may purchase, or may enter into a contract under which it will or may purchase, any of its own shares of any class (including any redeemable shares). Any shares to be so purchased may be selected in any manner whatsoever.
- 45.2 The Company may not exercise any right in respect of treasury shares held by it, including any right to attend or vote at meetings, to participate in any offer by the Company to shareholders or to receive any distribution (including in a winding-up), but without prejudice to its right to sell the treasury shares, to transfer the shares for the purposes of or pursuant to an employees' share scheme, to receive an allotment of shares as fully paid bonus shares in respect of the treasury shares or to receive any amount payable on redemption of any redeemable treasury shares.

VARIATION OF CLASS RIGHTS

46 Sanction to variation

The rights for the time being attached to any share or class of shares in the Company (whether or not the Company may be or is about to be wound up) may from time to time be varied or abrogated in accordance with the provisions set out in the Companies Acts.

47 Class meetings

All the provisions in these Articles as to general meetings shall, with any necessary modifications but subject to the provisions of the Companies Acts, apply equally to every meeting of the holders of any class of shares. The Board may convene a meeting of the holders of any class of shares whenever it thinks fit and whether or not the business to be transacted involves a variation or abrogation of class rights.

48 Deemed variation

Subject to the terms of issue of or rights attached to any shares, the rights or privileges attached to any class of shares shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking *pari passu* in all respects (save as to the date from which such new shares shall rank for dividend) with or subsequent to those already issued or by the reduction of the capital paid up on such shares or by the purchase or redemption by the Company of its own

shares or the sale of any shares held as treasury shares in accordance with the provisions of the Companies Acts and these Articles.

GENERAL MEETINGS

49 Convening of general meetings

In each year, in addition to any other general meetings in that year, the Board shall convene and the Company shall hold an annual general meeting in accordance with the requirements of the Companies Acts at such time and place as the Board shall appoint. Any meeting of the Company other than an annual general meeting shall be called a general meeting. Subject to the provisions of the Companies Acts and these Articles, the Board may convene a general meeting at such time and place it thinks fit. A general meeting shall also be convened on a members' requisition, or in default may be convened by the requisitionists, as provided by sections 303 to 305 CA 2006. At any meeting convened on a members' requisition or by the requisitionists no business shall be transacted except that stated by the requisition or proposed by the Board. If there are within the United Kingdom insufficient members of the Board to convene a general meeting, any Director may call the meeting.

50 Notice of general meetings

50.1 A general meeting shall be convened by not less than 21 clear days' notice in writing save that a general meeting other than an annual general meeting may be convened by not less than 14 clear days' notice in writing to the extent that the provisions of sections 307 or section 307A CA 2006 are satisfied or as may otherwise be permitted by the Companies Acts from time to time.

50.2 Subject to the provisions of the Companies Acts, and notwithstanding that it is convened by shorter notice than that specified in this Article 50, a general meeting shall be deemed to have been duly convened if it is so agreed:

50.2.1 in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and

50.2.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

50.3 The notice of any general meeting shall specify:

50.3.1 in the case of an annual general meeting, that it is an annual general meeting;

50.3.2 the place, the day and the time of the meeting;

50.3.3 the general nature of the business to be transacted at the meeting;

50.3.4 with reasonable prominence, that a member entitled to attend and vote is entitled to appoint one or more proxies to exercise all his rights to attend and to speak and vote at the meeting instead of him and that a proxy need not also be a member; and

50.3.5 if the meeting is convened to consider a special resolution:

(a) the intention to propose the resolution as such; and

(b) the text of the resolution,

and proposals relating to substantially dissimilar matters and, except as otherwise permitted by section 160 of CA 2006, the appointment of two or more persons proposed as Directors shall be included as separate resolutions.

- 50.4 The notice shall be given to the members (other than any who, under the provisions of these Articles or of any restrictions imposed on any shares, are not entitled to receive notice from the Company), to the Directors and to the Auditors.

51 Omission to send notice or non-receipt of notice

Subject to any exceptions prescribed by the Companies Acts, the accidental omission to give or send notice of any meeting, or to send any notification where required by the Companies Acts or the Articles in relation to the publication of a notice of meeting on a website, or, in cases where it is intended that it be sent out with the notice, any other document relating to the meeting including an appointment of proxy to, or the non-receipt of either by, any person entitled to receive the same shall not invalidate the proceedings at that meeting. Shareholders are not entitled to receive notices of general meetings unless they have given an address in the United Kingdom to which such notices may be sent.

52 Postponement of general meetings

If the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, it may postpone the general meeting to another date, time and/or place. The Board shall take reasonable steps to ensure that notice of the date, time and place of the postponed meeting is provided to any member trying to attend the meeting at the original time and place. When a meeting is so postponed, notice of the date, time and place of the postponed meeting shall, if practicable, also be placed in at least two national newspapers in the United Kingdom. Notice of the business to be transacted at such postponed meeting shall not be required. If a meeting is postponed in accordance with this Article, the appointment of a proxy will be valid if it is delivered and received as required by these Articles not less than 48 hours before the time appointed for holding the postponed meeting. The Board may (for the avoidance of doubt) also postpone any meeting which has been rearranged under this Article.

PROCEEDINGS AT GENERAL MEETINGS

53 Quorum

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided in these Articles, two persons entitled to attend and to vote on the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member, shall be a quorum.

54 If quorum not present

- 54.1 If within fifteen minutes (or such longer interval not exceeding one hour as the Chairman in his absolute discretion thinks fit) from the time appointed for the holding of a general meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting, if convened by or upon the requisition of members, shall be dissolved. In any other case, the meeting shall stand adjourned to such other day and at such time and place as the Chairman (or, in default, the Board) in accordance with the Companies Acts and Article 54.2 may determine. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, one person entitled to vote on the business to be transacted, being a member or a proxy for a member or a duly authorised representative of a corporation which is a member, shall be a quorum.
- 54.2 Subject to the provisions of section 307A of CA 2006, where a meeting is adjourned for lack of a quorum the adjourned meeting must be held at least ten clear days after the original meeting.

55 Chairman

The Chairman (if any) of the Board shall preside as Chairman at every general meeting of the Company. If there is no Chairman or if at any meeting he is not present within five minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman, the Deputy Chairman (if any) of the Board shall (if present and willing to act) preside as Chairman at such meeting. If neither the Chairman nor the Deputy Chairman is present and willing to act, the Directors present shall choose one of their number to act or, if there is only one Director present, he shall be Chairman if willing to act. If no Director is present and willing to act, the members present and entitled to vote shall choose one of their number to be Chairman of the meeting.

56 Entitlement to attend and speak

Each Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares of the Company. The Chairman may invite any person (whether a member or not) to attend the whole or any part of and speak at any general meeting where he considers this will assist in the deliberations of the meeting.

57 Power to adjourn

The Chairman may, with the consent of a meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place as the meeting shall determine. However, without prejudice to any other power which he may have under these Articles or at common law, the Chairman may, without the need for the consent of the meeting, interrupt or adjourn any meeting (whether or not it has commenced or a quorum is present) from time to time and from place to place, or for an indefinite period, if he is of the opinion that it has become necessary to do so in order to secure the proper and orderly conduct of the meeting or to give all persons entitled to do so a reasonable opportunity of attending, speaking and voting at the meeting or to ensure that the business of the meeting is properly disposed of.

58 Notice of adjourned meeting

58.1 Where a general meeting is adjourned, the adjourned meeting may be called by shorter notice than required by Article 50 provided that in the case of an adjournment for lack of a quorum this sub article applies only if:

58.1.1 no business is to be dealt with at the adjourned meeting the general nature of which was not stated in the notice of the original meeting; and

58.1.2 the adjourned meeting is to be held at least 10 clear days after the original meeting.

58.2 Where a meeting is adjourned indefinitely, the Board shall fix the time and place for the adjourned meeting. Whenever a meeting is adjourned for 30 days or more or indefinitely, at least seven clear days' notice, specifying the place, the day and time of the adjourned meeting and the general nature of the business to be transacted, shall be given in the same manner as in the case of an original meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting.

59 Business of adjourned meeting

No business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting from which the adjournment took place.

60 Security arrangements

- 60.1 The Board may direct that any person wishing to attend any meeting should provide evidence of identity and submit to such searches or other security arrangements or restrictions as the Board shall consider appropriate in the circumstances. Such arrangements may include a requirement to require any person attending the meeting not to bring into it any item which might be used to disrupt the meeting or which might be a security risk. The Board shall be entitled in its absolute discretion to refuse entry to, or eject from, any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions.
- 60.2 The Board may at any time prior to the appointed time of commencement of a general meeting or any separate meeting of the holders of any class of share and the chairman of any such meeting may at any time after the appointed time of commencement of such meeting, make or alter arrangements for the meeting as it or he shall in its or his absolute discretion consider to be appropriate for the purpose of ensuring the safety of those attending at any place specified for the holding of a general meeting or any separate meeting and so as to enable the persons present adequately to hear the proceedings of the meeting and to speak and vote on the matters before the meeting or to reflect the wishes of the majority of the meeting. In making such arrangements, the chairman of the meeting may alter the arrangements made by the Board.
- 60.3 Arrangements made under Article 60.2 may include arrangements for such members, their proxies and representatives (in the case of corporate members) entitled to attend the meeting to do so by attending at a place or places other than the place specified in the notice of meeting at which the chairman of the meeting is to preside (the “**Principal Place**”), provided that persons attending at the Principal Place and at such other place or places are able to participate in the business of the meeting, and hear and see all persons who speak at the Principal Place or such other place or places (whether by means of microphones, loudspeakers, audio-visual equipment or otherwise) and when speaking may be heard and seen by all other persons present at the Principal Place and every other place or places.

61 Orderly Conduct

The Chairman shall take such action or give such directions as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting. The Chairman’s decision on matters of procedure or arising incidentally from the business of the meeting shall be final, as shall his determination as to whether any matter is of such a nature.

VOTING AND POLLS

62 Method of voting

- 62.1 At any general meeting a resolution put to a vote of the meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded on any resolution by:
- 62.1.1 the Chairman of the meeting; or
 - 62.1.2 at least three members present in person or by proxy and entitled to vote on the resolution; or
 - 62.1.3 a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution (excluding any votes attached to any shares in the Company held as treasury shares); or

- 62.1.4 a member or members present in person or by proxy holding shares conferring a right to vote on the resolution, 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 (excluding any shares in the Company conferring a right to vote on the resolution which are held as treasury shares).
- 62.2 The Chairman may also demand a poll before a resolution is put to the vote on a show of hands.
- 62.3 At general meetings, resolutions shall be put to the vote by the Chairman and there shall be no requirement for the resolution to be proposed or seconded by any person.

63 Chairman's declaration conclusive on show of hands

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the Chairman of the meeting that a resolution on a show of hands has been carried, or carried unanimously or 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 of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded for or against such resolution.

64 Objection to error in voting

No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote, except at the meeting or adjourned meeting or poll at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the Chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the Chairman decides that the same is of sufficient magnitude to vitiate the resolution or may otherwise have affected the decision of the meeting. Any vote which is not disallowed at such a meeting or poll shall be valid for all purposes. The decision of the Chairman on such matters shall be final and conclusive.

65 Amendment to resolutions

- 65.1 If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the Chairman of the meeting, any error in such ruling shall not invalidate the proceedings on the substantive resolution.
- 65.2 In the case of a resolution duly proposed as a special resolution, no amendment thereto (other than a clerical amendment to correct a patent error) may in any event be considered or voted on and in the case of a resolution duly proposed as an ordinary resolution, no amendment thereto (other than an amendment to correct a patent error) may be considered or voted on, unless either at least 48 hours prior to the time appointed for holding the meeting or adjourned meeting at which such ordinary resolution is to be proposed, notice in writing of the terms of the amendment and intention to move the same has been lodged at the Office or the Chairman of the meeting in his absolute discretion decides that it may be considered or voted on. The Chairman of the meeting can agree to the withdrawal of any proposed amendment before it is voted on at the meeting.

66 Procedure on a poll

- 66.1 Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken immediately. A poll duly demanded on any other matter shall be taken in such manner (including the use of ballot or voting papers or electronic means, or any combination thereof) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman shall direct. The Chairman may appoint scrutineers who need not be members. 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. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 66.2 The demand for a poll (other than on the election of a Chairman of the meeting or any question of adjournment) shall not prevent the continuance of the meeting for the transaction of any business, other than the question on which a poll has been demanded. If a poll is demanded before the declaration of the result on a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 66.3 The demand for a poll may be withdrawn at any time before the poll is taken, but only with the consent of the Chairman of the meeting. A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.
- 66.4 On a poll votes may be given in person or by proxy. 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.

67 Votes of members

Subject to the provisions of the Companies Acts, to any special terms as to voting on which any shares may have been issued or may for the time being be held and to any suspension or abrogation of voting rights pursuant to these Articles, at any general meeting:

- 67.1 every member who is present in person or by proxy shall have one vote on a show of hands and every member present in person or by proxy shall have one vote for each share of which he is the holder on a poll; and
- 67.2 on a show of hands a proxy has one vote for and one vote against the resolution if the proxy has been appointed by more than one member entitled to vote on the resolution and the proxy has been instructed by one or more of those members to vote for the resolution and by one or more of those members to vote against it.

68 Votes of joint holders

If two or more persons are joint holders of a share, then in voting on any question, the vote of the senior who tenders a vote (whether in person or by proxy), shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of the holders stand in the Register.

69 Votes of member suffering incapacity

Where in England or elsewhere a receiver or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any member on the ground (however formulated) of mental disorder, the Board may, in its absolute discretion, on or subject to the production of such evidence of the appointment as the Board may require, permit such receiver or other person to vote in person or by proxy on behalf of such member at any general meeting. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or deposited or received at such other place or address as is specified in accordance with these Articles for the deposit or receipt of appointments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, and in default the right to vote shall not be exercisable.

70 Chairman's casting vote

In the case of an equality of votes at a general meeting, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll was demanded shall not be entitled to a second or casting vote in addition to any other vote that he may have as a member.

PROXIES AND CORPORATE REPRESENTATIVES

71 Voting by proxy

Any person (whether a member of the Company or not) may be appointed to act as a proxy. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll in respect of which the proxy is appointed.

72 Form of proxy

72.1 The appointment of a proxy shall, subject to the provisions of the Companies Acts:

72.1.1 be in writing, in any common form or in such other form as the Board may approve, and (i) if in writing but not in electronic form, made under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, under its common seal or under the hand of some officer or attorney or other person duly authorised in that behalf; or (ii) if in writing in electronic form, submitted by or on behalf of the appointor and authenticated;

72.1.2 be deemed (subject to any contrary direction contained in it) to confer authority to demand or join in demanding a poll, to speak at the meeting and to vote on any resolution or amendment of a resolution put to the meeting for which it is given, as the proxy thinks fit;

72.1.3 unless the contrary is stated in it, be valid as well for any adjournment of the meeting as for the meeting to which it relates; and

72.1.4 where it is stated to apply to more than one meeting, be valid for all such meetings as well as for any adjournment of any such meetings.

72.2 The Board may allow a proxy for a holder of any shares in uncertificated form to be appointed by electronic communication in the form of an uncertificated proxy instruction. The Board may also allow any supplement to the uncertificated proxy instruction or any amendment or revocation of any uncertificated proxy instruction to be made by a further uncertificated proxy instruction.

72.3 The Board may decide what method should be used to determine at what time the instruction or notification is treated as being received by the Company. The Board may treat any notification purporting or expressed to be sent on behalf of a holder of a share in uncertificated form as sufficient evidence of the authority of the person sending the instruction to send it on behalf of that holder.

72.4 For the purposes of this Article 72, an uncertificated proxy instruction is a properly authenticated dematerialised instruction, and/or other instruction or notification, sent through a relevant system to a participant in that system chosen by the Board to act for the Company. The uncertificated proxy instruction may be in any form and subject to any terms and conditions that the Board deems appropriate, but always subject to the facilities and requirements of the relevant system.

73 Deposit or receipt of proxy

73.1 The appointment of a proxy and the power of attorney or other authority (if any) under which it is authenticated, or a copy of such authority certified notarially or in some other way approved by the Board, shall:

73.1.1 in the case of an instrument in writing (including, whether or not the appointment of proxy is in electronic form, any such power of attorney or other authority) be deposited at the Office, or at such other place or places within the United Kingdom as is specified in the notice convening the meeting or in any notice of any adjourned

meeting or in any appointment of proxy sent out by the Company in relation to the meeting, not less than 48 hours before the time of the holding of the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

73.1.2 in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents or information in electronic form:

- (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 in electronic form 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; or

73.1.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

73.1.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman of the meeting or to any Director.

In calculating the periods mentioned in Article 73 no account is to be taken of any part of a day that is not a working day, unless the Board decides otherwise in relation to a specific general meeting.

74 Maximum validity of proxy

An appointment of proxy not deposited, delivered or received in the manner specified in Article 73 shall be invalid. No appointment of proxy shall be valid after the expiry of 12 months from the date named in it as the date of its execution or the date of its submission, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting, in cases where the meeting was originally held within 12 months from such date.

75 More than one proxy may be appointed

A member may appoint more than one proxy to attend on the same occasion if each proxy is appointed to exercise the rights attached to a different share or shares held by the member. When two (or more) valid but differing appointments of proxy are received in respect of the same share for use at the same meeting and in respect of the same matter, the one which is last validly received (regardless of its date or of the date of its execution or submission) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which appointment was last validly received, none of them shall be treated as valid in respect of that share.

76 Revocation of proxy

76.1 A vote given or demand for a poll made by a proxy shall be valid notwithstanding the death or mental disorder of the principal or the revocation of the appointment of proxy, or of the authority under which the appointment of proxy was executed, or the transfer of the share in respect of which the appointment of proxy is given, unless notice in writing of such death, mental disorder, revocation or transfer shall have been received by the Company at the Office, or at such other place or places or address as has or have been appointed for the deposit or

receipt of appointments of proxy, at least 48 hours before the commencement of the meeting or adjourned meeting or the taking of the poll at which the appointment of proxy is used.

- 76.2 The Company shall not be required to check that a proxy or corporate representative votes in accordance with any instruction given by the member by whom he is appointed. Any failure to vote as instructed shall not invalidate the proceedings on the resolution in question.

77 Corporate representative

- 77.1 A corporation (whether or not a company within the meaning of the Companies Acts) which is a member may, by resolution of its directors or other governing body, authorise such person or persons as it thinks fit to act as its representative (or, as the case may be, representatives) at any meeting of the Company or at any separate meeting of the holders of any class of shares. Any person or persons so authorised shall be entitled to exercise the same powers on behalf of the corporation (in respect of that part of the corporation's holdings to which the authority relates) that the corporation could exercise if it were an individual member. The corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if the person(s) so authorised are present at it; and all references to attendance and voting in person shall be construed accordingly.

- 77.2 Where the corporation authorises more than one person as its representative and more than one such person purports to exercise such power as set out above then:

77.2.1 on a vote on a resolution on a show of hands at a meeting of the Company each authorised person has the same voting rights as the corporation would be entitled to; and

77.2.2 where paragraph 77.2.1 does not apply and more than one authorised person purports to exercise the power in respect of the same shares:

- (a) if they purport to exercise their power in the same way, the power is treated as exercised in that way; but
- (b) if they do not purport to exercise the power in the same way, the power shall be treated as not exercised.

- 77.3 A Director, the Secretary or some person authorised for the purpose by the Secretary, may require the representative(s) to produce a certified copy of the resolution so authorising him or such other evidence of his authority reasonably satisfactory to them before permitting him to exercise his powers.

78 Failure to disclose interests in shares

- 78.1 Where a member, or any other person appearing to be interested in shares held by that member, has been issued with a notice pursuant to section 793 CA 2006 (a "**Section 793 Notice**") and has failed in relation to any shares ("**the default shares**", which expression includes any shares issued after the date of such notice in respect of those shares) to give the Company the information required within the prescribed period from the service of the notice, the following sanctions shall apply unless the Board otherwise determines:

78.1.1 the member shall not be entitled (in respect of the default shares) to be present or to vote (either in person or by representative or by proxy) at any general meeting or at any separate meeting of the holders of any class of shares or on any poll, or to exercise any other right conferred by membership in relation to any such meeting or poll; and

78.1.2 where the default shares represent at least 0.25 per cent. in nominal value of the issued shares of their class (excluding any shares of that class held as treasury shares):

- (a) any dividend or other money payable in respect of the shares shall be withheld by the Company, which shall not have any obligation to pay interest on it, and the member shall not be entitled to elect, pursuant to Article 142, to receive shares instead of that dividend; and
- (b) no transfer (other than an excepted transfer) of any shares held by the member shall be registered unless:
 - (i) the member is not himself in default as regards supplying the information required; and
 - (ii) the member proves to the satisfaction of the Board that no person in default as regards supplying such information is interested in any of the shares the subject of the transfer.

78.2 Where the sanctions under Article 78.1 apply in relation to any shares, they shall cease to have effect (and any dividends withheld under Article 78.1.2 shall become payable):

78.2.1 if the shares are transferred by means of an excepted transfer but only in respect of the shares transferred; or

78.2.2 at the end of a period of 7 days (or such shorter period as the Board may determine) following receipt by the Company of the information required by the Section 793 Notice and the Board being fully satisfied that such information is full and complete.

78.3 Where, on the basis of information obtained from a member in respect of any share held by him, the Company issues a Section 793 Notice to any other 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, shall not invalidate or otherwise affect the application of Article 78.1.

78.4 Where default shares in which a person appears to be interested are held by a Depositary, the provisions of this Article 78 shall be treated as applying only to those shares held by the Depositary in which such person appears to be interested and not (insofar as such person's apparent interest is concerned) to any other shares held by the Depositary.

78.5 Where the member on which a Section 793 Notice is served is a Depositary acting in its capacity as such, the obligations of the Depositary as a member of the Company shall be limited to disclosing to the Company such information relating to any person appearing to be interested in the shares held by it, as has been recorded by it pursuant to the arrangements entered into by the Company or approved by the Board pursuant to which it was appointed as a Depositary.

78.6 For the purposes of this Article 78:

78.6.1 a person, other than the member holding a share, shall be treated as appearing to be interested in that share if the member has informed the Company that the person is, or may be, so interested or if the Company (after taking account of any 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;

78.6.2 “**interested**” shall be construed as it is for the purpose of section 793 CA 2006 (as appropriate);

78.6.3 reference to a person having failed to give the Company the information required by a Section 793 Notice, or being in default as regards supplying such information, includes, without limitation, reference:

- (a) to his having failed or refused to give all or any part of it; and

- (b) to his having given information which he knows to be false in a material particular or his having recklessly given information which is false in a material particular;

78.6.4 “**prescribed period**” means 14 days;

78.6.5 “**excepted transfer**” means, in relation to any shares held by a member:

- (a) a transfer by way of or pursuant to acceptance of a takeover offer for the Company (within the meaning of section 974 CA 2006); or
- (b) a transfer in consequence of a sale made through a recognised investment exchange or any other stock exchange outside the United Kingdom on which the Company's shares are normally traded; or
- (c) a transfer which is shown to the satisfaction of the Board to be made in consequence of a bona fide sale of the whole of the beneficial interest in the shares to a person who is unconnected with the member or with any other person appearing to be interested in the shares. For the purposes of this subparagraph (c) any associate (as defined in section 435 of the Insolvency Act 1986) shall be included in the class of persons who are connected with the member or any person appearing to be interested in such shares; and

78.6.6 “**Depositary**” means a custodian or other person (or a nominee for such custodian or other person) appointed under contractual arrangements with the Company or other arrangements approved by the Board by which such custodian or other person or nominee holds or is interested in shares of the Company or rights or interests in shares of the Company and issues securities or other documents of title or otherwise evidencing the entitlement of their holder to or to receive such shares, rights or interests provided and to the extent that such arrangements have been approved by the Board for the purpose of these Articles, and shall include where approved by the Board the trustees (acting in their capacity as such) of any employees' share scheme established by the Company or any other scheme or arrangement principally for the benefit of employees or those in the service of the Company and/or its subsidiaries or their respective businesses which the Board has approved.

78.7 Nothing contained in this Article 78 shall be taken to limit the powers of the Company under Part 22 CA 2006.

UNTRACED MEMBERS

79 Power of sale

79.1 The Company shall be entitled to sell at the best price reasonably obtainable any share of a member, or any share to which a person is entitled by transmission, if and provided that:

79.1.1 during the period of 12 years immediately prior to the date of the publication of the advertisements referred to in Article 79.1.2 below (or, if published on different dates, the earlier or earliest thereof) (the “**relevant period**”) the Company has paid at least three cash dividends (whether interim or final) on the share and no cash dividend payable on the share has either been claimed or cashed;

79.1.2 on or after expiry of the relevant period the Company has given notice of its intention to sell such share by advertisements in two newspapers of which one shall be a national newspaper published in the United Kingdom and the other shall be a newspaper circulating in the area of the address on the Register or other last known address of the member or the person entitled by transmission to the share or the address for the service of notices notified under Article 150.1;

- 79.1.3 the said advertisements, if not published on the same day, shall have been published within 30 days of each other;
- 79.1.4 during the further period of three months following the date of publication of the said advertisements (or, if published on different dates, the later or latest thereof) and prior to the exercise of the power of sale the Company has not received any communication in respect of such share from the member or person entitled by transmission; and
- 79.1.5 if any securities of the Company are admitted to listing by the UK Listing Authority or admitted to trading on AIM, the Company has first given notice in writing to the London Stock Exchange and, if required, the UK Listing Authority of its intention to sell such shares.
- 79.2 To give effect to any sale of shares pursuant to this Article the Board may authorise some person to transfer the shares in question and may enter the name of the transferee in respect of the transferred shares in the Register notwithstanding the absence of any share certificate being lodged in respect thereof and may issue a new certificate to the transferee. An instrument of transfer executed by that person shall be as effective as if it had been executed by the holder of, or the person entitled by transmission to, the shares. The purchaser shall not be bound to see to the application of the purchase moneys, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.
- 79.3 If during the relevant period referred to in Article 79.1, or during any period ending on the date when all the requirements of sub-paragraphs 79.1.1 to 79.1.4 (and, if applicable, sub-paragraph 79.1.5) above have been satisfied, any additional shares have been issued in respect of those held at the beginning of, or previously so issued during, any such period and all the requirements of sub-paragraphs 79.1.2 to 79.1.4 (and, if applicable, sub-paragraph 79.1.5) above have been satisfied in regard to such additional shares, the Company shall also be entitled to sell the additional shares.

80 Application of proceeds of sale

The net proceeds of sale shall belong to the Company which shall account to the member or other person entitled to such share for an amount equal to such net proceeds by carrying all moneys in respect thereof to a separate account. The Company shall be deemed to be a debtor to, and not a trustee for, such member or other person in respect of such moneys. Moneys carried to such separate account may either be employed in the business of the Company or invested in such investments as the Board may from time to time think fit. No interest shall be payable to such member or other person in respect of such moneys and the Company shall not be required to account for any money earned on them.

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

81 Number of Directors

Unless and until otherwise determined by the Company by ordinary resolution, the number of Directors (other than any alternate Directors) shall not be subject to any maximum but shall be not less than two, being persons entitled to be appointed as directors under the Companies Acts.

82 Power of Company to appoint Directors

Subject to the provisions of these 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 existing Board, but the total number of Directors shall not at any time exceed any maximum number fixed in accordance with these Articles.

83 Power of Board to appoint Directors

Without prejudice to the power of the Company in general meeting under these Articles to appoint any person to be a Director, the Board shall have power at any time to appoint any person who is willing to act as a Director, either to fill a vacancy or as an addition to the existing Board, but so that the total number of Directors shall not exceed any maximum number fixed in accordance with these Articles. Any Director so appointed shall retire at the first annual general meeting of the Company following his appointment and shall not be taken into account in determining the Directors who are to retire by rotation at such meeting under these Articles.

84 Appointment of executive Directors

Subject to the provisions of the Companies Acts, the Board, or any committee authorised by the Board, may from time to time appoint one or more Directors to hold any employment or executive office (including that of Chief Executive, Managing Director or Finance Director) for such term (subject to the provisions of the Companies Acts) and subject to such other conditions as the Board, or such committee, thinks fit in accordance with Article 108. The Board, or any committee authorised by the Board, may revoke or terminate any such appointment without prejudice to any claim for damages for breach of contract between the Director and the Company.

85 Eligibility of new Directors

No person, other than a Director retiring (whether required by these Articles or otherwise) shall, unless recommended by the Board for election, be appointed or re-appointed a Director at any general meeting unless not less than seven nor more than 28 clear days before the date appointed for the meeting, notice in writing duly executed 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 re-appointment, stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors, together with notice executed by that person of his willingness to be appointed or re-appointed, is lodged at the Office.

86 Qualification Shares

A Director shall not be required to hold any shares of the Company.

87 Retirement at annual general meetings

- 87.1 Subject to the provisions of these Articles, at the annual general meeting in every year each Director who was elected or last re-elected at a general meeting held in the third calendar year immediately before the calendar year in which the annual general meeting is held shall retire from office.

88 Position of retiring Director

A Director who retires at an annual general meeting (whether in accordance with these Articles or otherwise) may, if willing to act, be re-appointed. If he is not re-appointed or deemed to have been re-appointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

89 Deemed re-appointment

- 89.1 At any general meeting at which a Director retires under any provision of these Articles, the Company may by ordinary resolution fill the vacancy by electing the retiring Director or some other person eligible for appointment. If the Company does not do so, the retiring Director shall (if willing) be deemed to have been re-appointed except in the following circumstances:

89.1.1 it is expressly resolved not to fill the vacancy; or

89.1.2 a resolution for the re-appointment of the Director is put to the meeting and lost.

90 No retirement on account of age

Subject to the provisions of the Companies Acts, no person shall be or become incapable of being appointed a Director by reason only of his age.

91 Removal by ordinary resolution

In addition to any power of removal conferred by the Companies Acts, the Company may by ordinary resolution remove any Director before the expiration of his period of office, but without prejudice to any claim for damages which he may have for breach of any contract of service between him and the Company, and may (subject to these Articles) by ordinary resolution appoint another person who is willing to act to be a Director in his place. Any person so appointed shall be treated, for the purposes of determining the time at which he or any other Director is to retire, as if he had become a Director on the day on which the person in whose place he is appointed was last appointed or re-appointed a Director. If a Director is removed from office or his office is vacated for any other reason, he shall automatically cease to be a member of any committee or sub-committee of the Board.

92 Vacation of office by Director

92.1 Without prejudice to the provisions for retirement contained in these Articles, the office of a Director shall be vacated if:

92.1.1 he resigns by notice in writing delivered to or, if in electronic form, received by, the Secretary at the Office or tendered at a Board meeting;

92.1.2 he ceases to be a Director by virtue of any provision of the Companies Acts, is removed from office pursuant to these Articles or the Companies Acts or becomes prohibited by law from being a Director;

92.1.3 he becomes bankrupt, has an interim receiving order made against him, makes any 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;

92.1.4 he is or has been suffering from mental or physical ill health and the Board resolves that his office be vacated;

92.1.5 both he and his alternate Director appointed pursuant to the provisions of these Articles (if any) are absent from Board meetings without the permission of the Board for six consecutive months and the Board resolves that his office be vacated; or

92.1.6 if all the other Directors unanimously resolve that he be removed as a Director.

93 Resolution as to vacancy conclusive

A resolution of the Board declaring a Director to have vacated office under the terms of Article 92 shall be conclusive as to the fact and grounds of vacation stated in the resolution.

ALTERNATE DIRECTORS

94 Appointments

- 94.1 Each Director (other than an alternate Director) may, by notice in writing delivered to or, if in electronic form, received by the Secretary at the Office, or in any other manner approved by the Board, appoint any other Director, or any person approved for that purpose by the Board and willing to act, to be his alternate and remove from office an alternate Director so appointed by him.
- 94.2 No appointment of an alternate Director who is not already a Director shall be effective until his consent to act as a Director in the form prescribed by the Companies Acts has been received at the Office.
- 94.3 An alternate Director need not hold any shares in the Company and shall not be counted in reckoning any maximum or minimum number of Directors allowed by these Articles.

95 Participation in Board meetings

- 95.1 Every alternate Director shall (subject to his giving to the Company an address at which notices may be served on him) be entitled to receive notice of all meetings of the Board and all committees of the Board of which his appointor is a member and (subject to Article 95.2), in the absence from such meetings of his appointor, to attend and vote at such meetings and to exercise all the powers, rights, duties and authorities of his appointor (except as regards power to appoint an alternate). A Director acting as alternate Director shall have a separate vote at Board meetings for each Director for whom he acts as alternate Director (and who is not present) in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.
- 95.2 With the consent and by invitation of the Chairman, an alternate Director may attend meetings of the Directors as well as the Director for whom he is an alternate Director but shall not vote or be counted in the quorum.

96 Alternate Director responsible for own acts

Every person acting as an alternate Director shall be an officer of the Company, shall alone be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of the Director appointing him.

97 Interests of alternate Director

An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent as if he were a Director. However, he shall not (unless the Board resolves otherwise) be entitled to receive from the Company any fees in his capacity as an alternate Director, except only such part (if any) of the fees payable to his appointor as his appointor may by notice in writing to the Company direct. Subject to this Article, the Company shall pay to an alternate Director such expenses as might properly have been paid to him if he had been a Director.

98 Revocation of appointment

An alternate Director shall cease to be an alternate Director:

- 98.1.1 if his appointor revokes his appointment;
- 98.1.2 if his appointor ceases for any reason to be a Director, provided that if any Director retires but is re-appointed or deemed to be re-appointed at the same meeting, any

valid appointment of an alternate Director which was in force immediately before his retirement shall remain in force;

98.1.3 if any event happens in relation to him which, if he were a Director otherwise appointed, would cause him to vacate office;

98.1.4 if he resigns his office by notice in writing to the Company; or

98.1.5 if he is not a Director and the Board revokes its approval of him by resolution.

DIRECTORS' REMUNERATION, EXPENSES AND PENSIONS

99 Directors' fees

The Directors (other than alternate Directors) shall be entitled to receive by way of fees for their services as Directors such sum as the Board, or any committee authorised by the Board, may from time to time determine (not exceeding £250,000 per annum or such other sum as the Company in general meeting by ordinary resolution shall from time to time determine). Such sum (unless otherwise directed by the resolution of the Company by which it is voted) shall be divided among the Directors in such proportions and in such manner as the Board, or any committee authorised by the Board, may determine or, in default of such determination, equally (except that in such event any Director holding office for less than the whole of the relevant period in respect of which the fees are paid shall only rank in such division in proportion to the time during such period for which he holds office). Any fees payable pursuant to this Article shall be distinct from any salary, remuneration or other amounts payable to a Director pursuant to any other provisions of these Articles and shall accrue from day to day.

100 Expenses

Each Director shall be entitled to be repaid all reasonable travelling, hotel and other expenses properly incurred by him in or about the performance of his duties as Director, including any expenses incurred in attending meetings of the Board or any committee of the Board or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company.

101 Additional remuneration

If by arrangement with the Board, or any committee authorised by the Board, any Director shall perform or render any special duties or services outside his ordinary duties as a Director and not in his capacity as a holder of employment or executive office, he may be paid such reasonable additional remuneration (whether by way of salary, commission, participation in profits or otherwise) as the Board, or any committee authorised by the Board, may from time to time determine.

102 Remuneration of executive Directors

The salary or remuneration of any Director appointed to hold any employment or executive office in accordance with the provisions of these Articles may be either a fixed sum of money, or may altogether or in part be governed by business done or profits made or otherwise determined by the Board, or any committee authorised by the Board, and may be in addition to or in lieu of any fee payable to him for his services as Director pursuant to these Articles.

103 Pensions and other benefits

The Board, or any committee authorised by the Board, may exercise all the powers of the Company to provide pensions or other retirement or superannuation benefits and to provide death or disability benefits or other allowances or gratuities (whether by insurance or otherwise) for, or to institute and maintain, any institution, association, society, club, trust, other

establishment or profit-sharing, share incentive, share purchase or employees' share scheme calculated to advance the interests of the Company or to benefit any person who is or has at any time been a Director or employee of the Company or any company which is a holding company or a subsidiary undertaking of or allied to or associated with the Company or any such holding company or subsidiary undertaking or any predecessor in business of the Company or of any such holding company or subsidiary undertaking and for any member of his family (including a spouse or former spouse) and any person who is or was dependent on him. For such purpose the Board may establish, maintain, subscribe and contribute to any scheme, institution, association, club, trust or fund and pay premiums and, subject to the provisions of the Companies Acts, lend money or make payments to, guarantee or give an indemnity in respect of, or give any financial or other assistance in connection with any of the aforesaid matters. The Board may procure any of such matters to be done by the Company either alone or in conjunction with any other person. Any Director or former Director shall be entitled to receive and retain for his own benefit any pension or other benefit provided under this Article and shall not be obliged to account for it to the Company.

POWERS AND DUTIES OF THE BOARD

104 Powers of the Board

Subject to the provisions of the Companies Acts, these Articles and to any directions given by special resolution of the Company, the business of the Company shall be managed by the Board, which may exercise all the powers of the Company, whether relating to the management of the business or not and including without limitation the power to dispose of all or any part of the undertaking of the Company. No alteration of these Articles and no such direction given by the Company shall invalidate any prior act of the Board which would have been valid if such alteration had not been made or such direction had not been given. Provisions contained elsewhere in these Articles as to any specific power of the Board shall not be deemed to limit the general powers given by this Article.

105 Powers of Directors being less than minimum number

If the number of Directors is less than the minimum for the time being prescribed by these Articles, the remaining Director or Directors shall act notwithstanding any vacancies in their number only for the purposes of appointing an additional Director or Directors to make up such minimum or of convening a general meeting of the Company for the purpose of making such appointment. If there are no Director or Directors able or willing to act, any two members may summon a general meeting for the purpose of appointing Directors. Subject to the provisions of these Articles, any additional Director so appointed shall hold office only until the dissolution of the first annual general meeting of the Company following his appointment unless he is re-elected during such meeting.

106 Powers of executive Directors

The Board may from time to time delegate or entrust to and confer on any Director holding executive office (including a Chief Executive or Managing Director) such of its powers, authorities and discretions (with power to sub-delegate) for such time, on such terms and subject to such conditions as it thinks fit, and the Board may from time to time revoke, withdraw, alter or vary all or any of such powers.

107 Delegation to committees

107.1 The Board may delegate any of its powers, authorities and discretions (including, without prejudice to the generality of the foregoing, all powers, authorities and discretions whose exercise involves or may involve the payment of remuneration to or the conferring of any other benefit on all or any of the Directors) for such time on such terms and subject to such conditions as it thinks fit to any committee consisting of one or more Directors and (if thought fit) one or more other persons.

107.2 Any such committee shall, unless the Board otherwise resolves, have power to sub-delegate to sub-committees any of the powers, authorities or discretions delegated to it.

107.3 A majority of the members of any committee or sub-committee shall be Directors and no resolution of a committee or sub-committee shall be effective unless a majority of those present when it is passed are Directors or alternate Directors.

107.4 The Board may confer any of its powers, authorities and discretions either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Board in that respect and may from time to time revoke, withdraw, alter or vary any of such powers and discharge any such committee or sub-committee in whole or in part. Insofar as any power, authority or discretion is so delegated, any reference in these Articles to the exercise by the Board of such power, authority or discretion shall be construed as if it were a reference to the exercise of such power, authority or discretion by such committee or sub-committee. The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board.

107.5 The meetings and proceedings of any such committee or sub-committee consisting of more than one person shall be governed mutatis mutandis by the provisions of these Articles regulating the meetings and proceedings of the Board, so far as the same are not superseded by any regulations made by the Board under this Article 107.

108 Delegation to individual Directors

The Board may entrust to and confer upon a Director any of its powers, authorities and discretions (with power to sub-delegate) upon such terms (subject to the Companies Acts) and subject to such conditions and with such restrictions as it may decide and either collaterally with or to the exclusion of its own powers, authorities and discretions. The Board may from time to time revoke or vary all or any of them but no person dealing in good faith and without notice of the revocation or variation shall be affected by it. The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board.

109 Local management

The Board may establish any local or divisional boards or agencies for managing any of the affairs of the Company in any specified locality, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local or divisional board, or any managers or agents, and may fix their remuneration. The Board may delegate to any local or divisional board, manager or agent so appointed any of its powers, authorities and discretions (with power to sub-delegate) and may authorise the members for the time being of any such local or divisional board, or any of them, to fill any vacancies and to act notwithstanding vacancies; and any such appointment or delegation may be made for such time, on such terms and subject to such conditions as the Board may think fit. The Board may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Board in that respect and may from time to time revoke, withdraw, alter or vary all or any of such powers. Subject to any terms and conditions expressly imposed by the Board, the proceedings of any local or divisional board or agency with two or more members shall be governed by such of these Articles as regulate the proceedings of the Board, so far as they are capable of applying. The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board.

110 Power of attorney

The Board may, by power of attorney or otherwise, appoint any person or persons to be the agent of the Company and may delegate to any such person or persons any of its powers, authorities and discretions (with power to sub-delegate), in each case for such purposes and for such time, on such terms (including as to remuneration) and subject to such conditions as it thinks fit. The Board may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Board in that respect and may from time to time revoke, withdraw, alter or vary any of such powers. The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the Board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the Board or by a committee authorised by the Board.

111 Associate directors

The Board may appoint any person (not being a Director) to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such designation or title and may terminate any such appointment or the use of such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that such person is, or is deemed to be, or is empowered in any respect to act as, a Director for any of the purposes of the Companies Acts or these Articles.

112 Exercise of voting power

The Board may exercise or cause to be exercised the voting power conferred by the shares in any other company held or owned by the Company, or any power of appointment to be exercised by the Company, in such manner in all respects as it thinks fit (including the exercise of the voting power or power of appointment in favour of the appointment of any Director as a director or other officer or employee of such company or in favour of the payment of remuneration to the directors, officers or employees of such company).

113 Provision for employees

The Board may exercise any power conferred on the Company by the Companies Acts to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiary undertakings (or any member of his family or any person who is dependent on him) in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary undertaking.

114 Overseas registers

Subject to the provisions of the Companies Acts, the Board may exercise the powers conferred on the Company with regard to the keeping of an overseas branch, local or other register and may make and vary such regulations as it thinks fit respecting the keeping of any such register.

115 Borrowing powers

115.1 Subject as provided by this Article and to the Companies Acts, the Board may exercise all the powers of the Company to borrow money, to issue any guarantee or indemnity, to mortgage or charge its undertaking, property and assets (present or future) and uncalled capital or any part thereof and to create and issue debentures, loan stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party (for the purposes of this Article, "**borrowed**" or "**borrowings**" as the case may be).

115.2 The Board shall restrict the borrowings of the Company and shall so far as possible by the exercise of all voting and other rights, powers of control or rights of influence exercisable by the Company in relation to its subsidiary undertakings (if any) so as to secure (so far, as regards

subsidiary undertakings, as by such exercise the Board can secure) that, save with the previous sanction of an ordinary resolution, no money shall be borrowed if the aggregate principal amount (including any premium payable on final repayment) outstanding of all monies borrowed by the Group (excluding intra-Group borrowings) then exceeds or would as a result of such borrowing exceed an amount equal to 3 times the aggregate of:

115.2.1 the amount paid up or credited as paid up on the share capital of the Company; and

115.2.2 the total of the consolidated capital and revenue reserves of the Group (including any share premium account, capital redemption reserve, revaluation reserve and credit balance on the combined profit and loss account) but excluding sums set aside for taxation and amounts attributable to the outside shareholders in subsidiaries of the Company and deducting any debit balance on the combined profit and loss account,

all as shown in the then latest audited consolidated balance sheet of the Group, but adjusted as may be necessary in respect of any variation in the paid up share capital, share premium account or capital redemption reserve of the Company since the date of its latest audited balance sheet and so that for this purpose, if any issue or proposed issue of shares by the Company for cash has been underwritten (whether conditionally or not) then such shares shall be deemed to have been issued and the amount (including any premium) of the subscription monies shall to the extent so underwritten be deemed to have been paid up on the date when the issue was underwritten.

115.3 When the aggregate of moneys borrowed required to be taken into account for the purposes of this Article 115 on any particular day is being ascertained, any of such moneys denominated or repayable in a currency other than sterling shall be converted for the purpose of calculating the sterling equivalent at the middle market rate prevailing in London at the close of business on the Business Day immediately preceding that on which the calculation falls to be made.

115.4 A report or certificate of the Auditors as to the amount of moneys borrowed or the amount of the adjusted share capital and reserves falling to be taken into account for the purpose of this Article 115 or to the effect that the limit imposed by this Article has not been or will not be exceeded at any particular time or times or as a result of any particular transaction or transactions shall be conclusive evidence of the amount or of that fact.

115.5 For the purpose of this Article:

115.5.1 "**Group**" means the Company and its subsidiary undertakings for the time being;

115.5.2 the amount outstanding in respect of acceptance by any member of the Group or by any bank or accepting house under any acceptance credit opened on behalf of any member of the Group (not being acceptances in relation to the purchase of goods in the ordinary course of business), shall be taken into account as monies borrowed;

115.5.3 moneys borrowed for the purpose of repaying the whole or any part of any moneys previously borrowed and then outstanding (including any premium payable on final repayment thereof) and applied for that purpose within four months of such borrowing shall not, pending such application, be taken into account as moneys borrowed;

115.5.4 there shall be offset against the amount of any borrowings any amounts beneficially owned by a member of the Group which represent the value of cash in hand and deposited and would be shown as a current asset in a balance sheet prepared in accordance with its normal accounting principles subject, in the case of any such amounts which are beneficially owned by a partly owned subsidiary undertaking, to the exclusion of a proportion thereof equal to the proportion of the issued equity share capital of such partly-owned subsidiary undertaking which is not attributable (directly or indirectly) to the Company. For this purpose "**cash deposited**" means an amount equal to the aggregate for the time being of all cash deposits with any bank or other person (not being a Group company), the realisable value of any certificates of deposit

and securities issued by governments and companies and other readily realisable deposits;

- 115.5.5 the principal amount (including any premium payable on final repayment) of any loan capital issued in whole or in part for a consideration other than cash shall be taken into account as moneys borrowed by the member of the Group issuing the same; and
- 115.5.6 the nominal or principal amount (including any fixed or minimum premium payable on redemption or final repayment) of any share capital or moneys borrowed, being an amount the beneficial interest wherein is not for the time being owned by the Company or a subsidiary and the repayment whereof is guaranteed or secured or the subject of any indemnity given by the Company or a subsidiary, shall be deemed to be moneys borrowed.
- 115.6 No debt incurred or security given in respect of moneys borrowed or to be taken into account as moneys borrowed in excess of the aforesaid limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded, but no lender or other person dealing with the Company shall be concerned to see or enquire whether such limit is observed.
- 115.7 If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.
- 115.8 All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors may from time to time by resolution determine.

PROCEEDINGS OF DIRECTORS AND COMMITTEES

116 Board meetings

Subject to the provisions of these Articles, the Board may meet for the despatch of business, adjourn and otherwise regulate its proceedings as it thinks fit.

117 Notice of Board meetings

One Director may, and the Secretary at the request of a Director shall, summon a Board meeting at any time on reasonable notice. Notice of a Board meeting shall be deemed to be properly 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 any other address given by him to the Company for that purpose). A Director may waive the requirement that notice be given to him of any Board meeting, either prospectively or retrospectively. It shall not be necessary to give notice of a Board meeting to a Director who for the time being is absent from the United Kingdom, unless he has requested of the Board in writing that notices of Board meetings shall, during his absence, be given to him at any address in the United Kingdom given by him to the Company for this purpose or, in the case of notices in electronic form, any address given by him to the Company for that purpose, but such notices need not be given any earlier than notices given to Directors not so absent.

118 Quorum

The quorum necessary for the transaction of business may be determined by the Board and, until otherwise determined, shall be two persons, each being a Director or an alternate Director. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Board. Subject to these Articles, any Director who ceases to be a Director at a meeting of the Board may continue to be present and to act as a Director and be counted in the quorum until the termination of the meeting if no other Director objects and if otherwise a quorum of Directors would not be present.

119 Chairman of Board

The Board may appoint one or more of its body as Chairman or joint Chairman and one or more of its body as deputy Chairman of its meetings and may determine the period for which he is or they are to hold office and may at any time remove him or them from office. If no such Chairman or deputy Chairman is elected, or if at any meeting neither a Chairman nor a deputy Chairman is present within five minutes of the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of the meeting. In the event there are two or more joint Chairmen or, in the absence of a Chairman, two or more deputy Chairmen present, the joint Chairman or deputy Chairman to act as Chairman of the meeting shall be decided by those Directors present. Any Chairman or deputy Chairman may also hold executive office under the Company.

120 Voting

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

121 Electronic participation in meetings

121.1 Any Director or his alternate may validly participate in a meeting of the Board or a committee of the Board by means of conference telephone or any other form of communications equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting, or by a series of telephone calls from the Chairman of the meeting or by exchange of communication in electronic form addressed to the Chairman of the meeting.

121.2 A person so participating by being present or being in telephone communication with or by exchanging communication in electronic form with those in the meeting or with the Chairman of the meeting shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting is.

121.3 A resolution passed at any meeting held in the above manner, and signed by the Chairman of the meeting, shall be as valid and effectual as if it had been passed at a meeting of the Board (or committee, as the case may be) duly convened and held.

122 Resolution in writing

122.1 A resolution in writing authenticated by all the Directors for the time being entitled to receive notice of a Board meeting and not being less than a quorum, or by all the members of a committee of the Board for the time entitled to receive notice of such committee meeting and not being less than a quorum of that committee, shall be as valid and effective for all purposes as a resolution duly passed at a meeting of the Board (or committee, as the case may be). Such a resolution:

122.1.1 may consist of several documents in the same form each authenticated by one or more of the Directors or members of the relevant committee;

- 122.1.2 need not be authenticated by an alternate Director if it is authenticated by the Director who appointed him;
- 122.1.3 if authenticated by an alternate Director, need not also be authenticated by his appointor; and
- 122.1.4 to be effective, need not be authenticated by a Director who is prohibited by these Articles from voting thereon, or by his alternate.

123 Minutes of proceedings

123.1 The Board shall cause minutes to be made in books kept for the purpose of recording:

- 123.1.1 all appointments of officers and committees made by the Board; and
- 123.1.2 the names of Directors present at every meeting of the Board, of a committee of the Board, of the Company or of the holders of any class of shares or debentures of the Company, and all orders, resolutions and proceedings of such meetings.

123.2 Any such minutes, if purporting to be authenticated by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting or the Secretary, shall be prima facie evidence of the matters stated in such minutes without any further proof.

124 Validity of proceedings

All acts done by a meeting of the Board, or of a committee of the Board, or by any person acting as a Director, alternate Director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any person or persons acting as aforesaid, or that they or any of them were or was disqualified from holding office or not entitled to vote, or had in any way vacated their or his office, be as valid as if every such person had been duly appointed, and was duly qualified and had continued to be a Director, alternate Director or member of a committee and entitled to vote.

DIRECTORS' INTERESTS

125 Directors' interests and disclosure of interests to the Board

125.1 The Board may, in accordance with these Articles, authorise a matter proposed to it which would, if not authorised, involve a breach by a Director of his duty under section 175 of CA 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests.

125.2 A matter referred to in Article 125.1 is proposed to the Board by its being submitted:

- 125.2.1 in writing for consideration at a meeting of the Board or for the authorisation of the Board by resolution in writing; and
- 125.2.2 in accordance with the Board's normal procedures or in such other manner as the Board may approve.

125.3 A reference in these Articles to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

125.4 An authorisation referred to in Article 125.1 is effective only if:

- 125.4.1 it is given in accordance with the requirements of the Companies Acts;

125.4.2 in the case of an authorisation given at a meeting of the Board, subject to Article 125.12:

- (a) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other Director who has a direct or indirect interest in the matter being authorised (each such other Director being an "**Other Interested Director**"); and
- (b) the matter has been agreed to without the Director in question or any Other Interested Director voting or would have been agreed to if their votes had not been counted; and

125.4.3 in the case of an authorisation given by resolution in writing:

- (a) the resolution is signed in accordance with Article 122.1; and
- (b) the number of Directors that sign the resolution (disregarding the Director in question and any Other Interested Director) is not less than the number required to form a quorum.

125.5 The Board may:

125.5.1 authorise a matter pursuant to Article 125.1 on such terms and for such duration, or impose such limits or conditions on it, as it may decide; and

125.5.2 vary the terms or duration of such an authorisation (including any limits or conditions imposed on it) or revoke it at any time.

125.6 Any terms, limits or conditions imposed by the Board in respect of its authorisation of a Director's conflict of interest or possible conflict of interest, including (without limitation) an authorisation given pursuant to Article 125.1, may provide (without limitation) that:

125.6.1 if the relevant Director has (other than through his position as Director) information in relation to the relevant matter in respect of which he owes a duty of confidentiality to another person, he is not obliged to disclose that information to the Company or to use or apply it in performing his duties as a Director;

125.6.2 the Director is to be excluded from discussions in relation to the relevant matter whether at a meeting of the Board or any committee or sub-committee of the Board or otherwise;

125.6.3 the Director is not to be given any documents or other information in relation to the relevant matter; and

125.6.4 the Director may or may not vote (or may or may not be counted in the quorum) at a meeting of the Board or any committee or sub-committee of the Board in relation to any resolution relating to the relevant matter.

125.7 A Director does not infringe any duty he owes to the Company by virtue of sections 171 to 177 of CA 2006 if he acts in accordance with such terms, limits and conditions (if any) as the Board imposes in respect of its authorisation of the Director's conflict of interest or possible conflict of interest including (without limitation) an authorisation given pursuant to Article 125.1.

125.8 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company or the members for any remuneration, profit or other benefit realised by or which he derives from or in connection with any contract, arrangement or relationship involving a conflict of interest which has been authorised by the Board, including (without limitation) pursuant to Article 125.1, or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation).

- 125.9 If he has disclosed to the Board the nature and extent of his interest to the extent required by the Companies Acts, a Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company or the members for any additional remuneration, profit or other benefit realised by or which he derives from or in connection with:
- 125.9.1 being a party to, or otherwise interested in, any contract, transaction or arrangement with:
 - (a) the Company or in which the Company is interested; or
 - (b) a body corporate promoted by the Company or in which the Company is otherwise interested;
 - 125.9.2 acting (otherwise than as Auditor) alone or through his organisation in a professional capacity for the Company (and he or that organisation is entitled to remuneration for professional services as if he were not a Director); or
 - 125.9.3 being a director or other officer of, or employed by, or otherwise interested in, a body corporate promoted by the Company or in which the Company is otherwise interested or as regards which it has any power of appointment. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company or any power of appointment to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of the appointment of the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.
- 125.10 A Director's receipt of any remuneration, profit or other benefit referred to in Article 125.8 or 125.9 does not constitute an infringement of his duty under section 176 of CA 2006.
- 125.11 A transaction or arrangement referred to in Article 125.8 or 125.9 is not liable to be avoided on the ground of any remuneration, profit, benefit or interest referred to therein.
- 125.12 Where arrangements are under consideration by the Board concerning the appointment (including the arrangement or variation of the terms thereof or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) and except (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director owns one per cent. or more within the meaning of Article 126.2.
- 125.13 Subject to the provisions of the Companies Acts and to the other provisions of this Article 125, no Director or proposed or intending Director shall be disqualified by such office from contracting with the Company, either with regard to his tenure or any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided.
- 125.14 A Director who is in any way, whether directly or indirectly, interested in any transaction with the Company shall declare the nature of his interest at a meeting of the Board in accordance with the Companies Acts. For the purposes of this Article 125.14 a general notice to the Board by a Director to the effect that:
- 125.14.1 he is a member of a specified company or firm and is to be regarded as interested in any transaction which may after the date of the notice be made with that company or firm; or

125.14.2 he is to be regarded as interested in any transaction which may, after the date of the notice, be made with a specified person who is connected with him within the meaning of the Companies Acts,

shall be deemed to be a sufficient declaration of interest under this Article in relation to any such transaction; provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director giving the same takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

125.15 An interest of a person who is connected (within the meaning of section 252 of CA 2006) with a Director shall be treated as an interest of the Director but an interest (whether of his or of a connected person) of which the Director has no knowledge and which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

126 Interested Director entitled to vote and count in quorum

126.1 Subject as provided in these Articles, a Director shall not vote on, or be counted in the quorum in relation to, any resolution of the Board concerning any contract or other matter in which he has an interest.

Subject to the provisions of the Companies Acts and to the provisions of any ordinary or special resolution of the Company, and in the absence of some other material interest, the provisions of Article 125.4.2 shall not apply, and a Director shall be entitled to vote on, and be counted in the quorum in relation to, any resolution of the Board concerning any of the following matters namely:

126.1.1 any transaction for giving to a Director any guarantee, security or indemnity in respect of money lent by him or obligations undertaken by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;

126.1.2 any transaction for the giving by the Company or any of its subsidiary undertakings of any guarantee, security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiary undertakings in respect of which a Director has himself given an indemnity or that he has guaranteed or secured in whole or in part;

126.1.3 any transaction whereby a Director is to subscribe for shares, debentures or other securities of the Company or any of its subsidiaries issued or to be issued pursuant to any offer or invitation to members or debenture holders of the Company or any class thereof or to the public or any section thereof, or to underwrite or sub-underwrite any such shares, debentures or other securities;

126.1.4 any transaction in which a Director is interested by virtue of his interest in shares or debentures or other securities of the Company or by reason of any other interest in or through the Company;

126.1.5 any transaction concerning any other company (not being a company in which a Director owns one per cent. or more within the meaning of Article 126.2) in which he is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever;

126.1.6 any transaction concerning the adoption, modification or operation of a superannuation fund or retirement, death or disability benefits scheme that relates both to Directors and employees of the Company or of any of its subsidiaries and that does not accord to any Director as such any privilege or advantage not generally accorded to the employees to whom such scheme or fund relates;

126.1.7 any transaction concerning any insurance which the Company is empowered to purchase and/or maintain for or for the benefit of any Directors, provided that for the purposes of this sub-paragraph, insurance shall mean only insurance which the

Company is empowered to purchase and/or maintain for or for the benefit of a Director or any group of persons consisting of or including Directors pursuant to Article 157;

- 126.1.8 any transaction involving the adoption of an arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the Directors benefit in a similar manner to the employees and that does not accord to any Director as such any privilege or advantage not generally accorded to the employees to whom such arrangement relates (including, without limitation, any Savings Related Share Option Scheme or Profit Sharing Scheme operated by the Company and approved by HM Revenue & Customs under the Income and Corporation Taxes Act 1988); and
- 126.1.9 (save in relation to any matter concerning or directly affecting his own participation therein) any transaction involving the adoption or modification of any share option or share incentive scheme of the Company.
- 126.2 A company shall be deemed to be a company in which a Director owns one per cent. or more if and so long as (but only if and so long as) the Director together with any person connected with him within the meaning of the Companies Acts (a “**connected person**”) is (either directly or indirectly) the holder of or beneficially interested in one per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company. For the purpose of this Article 126.2, there shall be disregarded any shares held by a Director or connected person as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the interest of the Director or connected person is in reversion or remainder if and so long as some other person is entitled to receive the income thereof and any shares comprised in an authorised unit trust scheme in which the Director or connected person is interested only as a unit holder.
- 126.3 Where a company in which a Director holds one per cent. or more is materially interested in a transaction then that Director shall also be deemed to be materially interested in such transaction. The word “transaction” in these Articles shall include any actual or proposed transaction, contract, arrangement or agreement.
- 126.4 If any question shall arise at any meeting of the Board as to the materiality of the interest or possible conflict of a Director or as to the entitlement of any Director to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be decided by a resolution of the Board (for which purpose such Director shall be counted in the quorum but shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest or possible conflict of such Director as known to such Director has not been fairly disclosed to the Board.
- 126.5 Subject to the provisions of the Companies Acts the Company may by ordinary resolution suspend or relax the provisions of this Article 126 to any extent or ratify any transaction not duly authorised by reason of a contravention of such Article.

AUTHENTICATION OF DOCUMENTS

127 Power to authenticate documents

Any Director, the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office the local manager or other officer of the Company having their custody shall be deemed to be a person appointed by the Board for this purpose. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting, of the Company or of the Board or any committee which is so certified shall be conclusive evidence in favour of all persons dealing with the Company 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.

SEALS

128 Safe custody

The Board shall provide for the safe custody of the Seal and of any other seal of the Company.

129 Application of seals

129.1 The Seal shall be used only by the authority of a resolution of the Board or of a committee of the Board so authorised. The Board may determine whether any instrument to which the Seal is affixed shall be signed and, if it is to be signed, who shall sign it and by what means. The Board may also determine, either generally or in a particular case, that a signature may be dispensed with or affixed by mechanical or other means. Unless otherwise so determined:

129.1.1 share certificates and, subject to the provisions of any instrument constituting the same, certificates issued under the Seal in respect of any debentures or other securities need not be signed and any signature may be affixed to or printed on any such certificate by any means approved by the Board; and

129.1.2 every other instrument to which the Seal is affixed shall be signed by one Director and by the Secretary or by two Directors (or such other persons as the Board or a committee of the Board shall appoint for that purpose (and if the Secretary is a limited company, such company may nominate any person to act on its behalf)).

130 Execution as a deed without sealing

Any instrument signed by one Director and the Secretary or by two Directors and expressed to be executed by the Company 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 to have effect as a deed shall be so signed without the authority of the Directors or of a committee authorised by the Directors in that behalf.

131 Official seal for use abroad

Subject to the provisions of the Companies Acts, the Company may have an official seal for use in any place abroad.

THE SECRETARY

132 The Secretary

132.1 Subject to the provisions of the Companies Acts, the Board shall appoint a Secretary or joint Secretaries and shall have power to appoint one or more persons to be an assistant or deputy Secretary at such remuneration and on such terms and conditions as it thinks fit and any such person so appointed may be removed by the Board.

132.2 Any provision of the Companies Acts or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

DIVIDENDS AND OTHER PAYMENTS

133 Declaration of dividends

Subject to the provisions of the Companies Acts and of these Articles, the Company may by ordinary resolution declare dividends to be paid to members according to their respective rights and interests in the profits of the Company. However, no dividend shall exceed the amount recommended by the Board.

134 Interim dividends

Subject to the provisions of the Companies Acts, the Board may declare and pay such interim dividends (including any dividend payable at a fixed rate) as appears to the Board to be justified by the profits of the Company available for distribution. If at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends on shares which rank after shares conferring preferential rights with regard to dividend, unless at the time of payment any preferential dividend is in arrear. Provided that the Board acts in good faith, it shall not incur any liability to the holders of shares conferring preferential rights for any loss that they may suffer by the lawful payment of any interim dividend on any shares ranking after those with preferential rights.

135 Entitlement to dividends

Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid but no amount paid up on a share in advance of the date on which a call is payable shall be treated for the purposes of this Article as paid up on the share. Subject as aforesaid, all 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 providing that it shall rank for dividend as from a particular date, it shall rank for dividend accordingly.

136 Calls or debts may be deducted from dividends

The Board may deduct from any dividend or other money payable to any person on or in respect of a share all such sums as may be due from him to the Company on account of calls or otherwise in relation to the shares of the Company.

137 Distribution in specie

Subject to the provisions of these Articles, the Board may, with the authority of an ordinary resolution of the Company, direct that payment of any dividend declared may be satisfied wholly or partly by the distribution of assets, and in particular of paid up shares or debentures of any other company, or in any one or more of such ways. Where any difficulty arises in regard to such distribution, the Board may settle it as it thinks fit. In particular, the Board may:

137.1.1 issue fractional certificates (or ignore fractions);

137.1.2 fix the value for distribution of such assets or any part thereof and determine that cash payments may be made to any members on the footing of the value so fixed, in order to adjust the rights of members; and

137.1.3 vest any such assets in trustees on trust for the persons entitled to the dividend.

138 Dividends not to bear interest

Unless otherwise provided by the rights attached to the share, no dividend or other moneys payable by the Company on or in respect of a share shall bear interest as against the Company.

139 Method of payment

- 139.1 The Company may pay any dividend, interest or other sum payable in respect of a share in cash or by direct debit, bank transfer, cheque, dividend warrant or money order or by any other method (including by electronic media) as the Board may consider appropriate. In respect of shares in uncertificated form, where the Company is authorised to do so by or on behalf of the holder or joint holders in such manner as the Company shall from time to time consider sufficient, the Company may also pay any such dividend, interest or other moneys by means of the relevant system concerned (subject always to the facilities and requirements of that relevant system).
- 139.2 Every such cheque, warrant or order may be sent by post or other delivery service (or by such other means offered by the Company as the member or persons entitled to it may agree in writing) to the registered address of the member or person entitled to it (or, if two or more persons are holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the member or otherwise by operation of law, to the registered address of such of those persons as is first named in the Register) or to such person and such address as such member or person or persons may direct in writing. In respect of shares in uncertificated form, every such payment made by such other method as is referred to in Article 139.1 shall be made in such manner as may be consistent with the facilities and requirements of the relevant system concerned. Without prejudice to the generality of the foregoing, in respect of shares in uncertificated form, such payment may include the sending by the Company or by any person on its behalf of an instruction to the Operator of the relevant system to credit the cash memorandum account of the holder or joint holders or, if permitted by the Company, of such person as the holder or joint holders may in writing direct.
- 139.3 Every cheque, warrant, order or other form of payment is sent at the risk of the person entitled to the money represented by it, and shall be made payable to the person or persons entitled, or to such other person as the person or persons entitled may direct in writing. Payment of the cheque, warrant, order or other form of payment (including, in respect of shares in uncertificated form, the making of payment in accordance with the facilities and requirements of the relevant system concerned) shall be a good discharge to the Company. If any such cheque, warrant, order or other form of payment has or shall be alleged to have been lost, stolen or destroyed, the Board may, at the request of the person entitled thereto, issue a replacement cheque or warrant or order or make payment in some other form, subject to compliance with such conditions as to evidence and indemnity and the payment of out of pocket expenses of the Company in connection with the request as the Board may think fit.
- 139.4 Any joint holder or other person jointly entitled to a share may give an effective receipt for any dividend or other moneys payable in respect of such share.
- 139.5 The Board may, at its discretion, make provisions to enable any member as the Board shall from time to time determine to receive duly declared dividends in a currency or currencies other than sterling. For the purposes of the calculation of the amount receivable in respect of any dividend, the rate of exchange to be used to determine the foreign currency equivalent of any sum payable as a dividend shall be such rate or rates and the payment thereof shall be on such terms and conditions as the Board may in its absolute discretion determine.

140 Uncashed dividends

If cheques, warrants or orders for dividends or other sums payable in respect of a share sent by the Company to the person entitled thereto are returned to the Company or left uncashed on two consecutive occasions or, following one occasion, reasonable enquiries have failed to establish any new address to be used for the purpose, the Company shall not be obliged to send any dividends or other moneys payable in respect of that share due to that person until he notifies the Company of an address to be used for the purpose.

141 Unclaimed dividends

All dividends, interest or other sum payable and unclaimed for 12 months after having become payable may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof or be responsible for any loss thereby arising. All dividends unclaimed for a period of 12 years after having been declared or become due for payment shall (if the Board so resolves) be forfeited and shall cease to remain owing by the Company.

142 Payment of scrip dividends

The Board may, with the prior authority of an ordinary resolution of the Company and subject to the provisions of these Articles and such terms and conditions as the Board may determine, offer to any holders of Ordinary Shares (excluding any member holding shares as treasury shares) the right to elect to receive Ordinary Shares, credited as fully paid, instead of the whole (or some part, to be determined by the Board) of any dividend specified by the ordinary resolution. The following provisions shall apply:

- 142.1 the said resolution may specify a particular dividend or dividends (whether or not already declared), or may specify all or any dividends declared within a specified period or periods (but such period or periods may not end later than the fifth anniversary of the date of the meeting at which the said resolution is passed);
- 142.2 the entitlement of each holder of Ordinary Shares to new Ordinary Shares shall be such that the relevant value of the entitlement shall be as nearly as possible equal to (but not greater than) the cash amount (disregarding any tax credit) of the dividend that such holder would have received by way of dividend. For this purpose “**relevant value**” shall be calculated by reference to the average of the middle market quotations for an Ordinary Share established from such source as the Board considers appropriate for the five Business Days immediately preceding or following the announcement of the cash dividend to which the scrip dividend relates as the Board may decide or calculated in such manner as may be determined by or in accordance with the relevant ordinary resolution;
- 142.3 no fractions of a share shall be allotted. The Board may make such provisions as it thinks fit for any fractional entitlements including provisions whereby, in whole or in part, the benefit thereof accrues to the Company and/or under which fractional entitlements are accrued and/or retained and in each case accumulated on behalf of any member and such accruals or retentions are applied to the allotment by way of bonus to or cash subscription on behalf of such member of fully paid Ordinary Shares and/or provisions whereby cash payments may be made to members in respect of their fractional entitlements;
- 142.4 the Board shall, after determining the basis of allotment, notify the holders of Ordinary Shares in writing of the right of election offered to them, and specify the procedure to be followed and place at which, and the latest time by which, elections must be lodged in order to be effective save that in the case of any holder of Ordinary Shares who has previously made, and has not revoked, an earlier election to receive Ordinary Shares in lieu of all future dividends, the Board shall instead send him a reminder that such election has been made, indicating how that election may be revoked in time for the next dividend proposed to be paid;
- 142.5 the Board may exclude from any offer any holders of Ordinary Shares where the Board considers that the making of the offer to them or in respect of such shares would or might involve the contravention of the laws of or the requirements of any regulatory body or stock exchange or other authority in any territory or that for any other reason the offer should not be made to them or in respect of such shares;
- 142.6 the dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be payable on Ordinary Shares in respect of which an election has been duly made (the “**elected Ordinary Shares**”) and instead additional Ordinary Shares shall be allotted to the holders of the elected Ordinary Shares on the basis of allotment determined as aforesaid. For such purpose the Board may capitalise, out of any amount for the time being standing to the

credit of any reserve or fund (including any share premium account or capital redemption reserve) or of any of the profits which could otherwise have been applied in paying dividends in cash as the Board may determine, a sum equal to the aggregate nominal amount of the additional Ordinary Shares to be allotted on that basis and apply it in paying up in full the appropriate number of unissued Ordinary Shares for allotment and distribution to the holders of the elected Ordinary Shares on that basis. A Board resolution capitalising any part of such reserve or fund or profits shall have the same effect as if such capitalisation had been declared by ordinary resolution of the Company in accordance with Article 144 and in relation to any such capitalisation the Board may exercise all the powers conferred on them by Article 144 without need of such ordinary resolution;

- 142.7 the additional Ordinary Shares so allotted shall rank *pari passu* in all respects with each other and with the fully paid Ordinary Shares in issue on the record date for the dividend in respect of which the right of election has been offered, except that they will not rank for any dividend or other distribution or other entitlement which has been declared, paid or made by reference to such record date;
- 142.8 the Board may terminate, suspend or amend any offer of the right to elect to receive Ordinary Shares in lieu of any cash dividend at any time and generally may implement any scrip dividend scheme on such terms and conditions as the Board may from time to time determine and take such other action as the Board may deem necessary or desirable from time to time in respect of any such scheme; and
- 142.9 the Board may establish or vary from time to time a procedure for election mandates in respect of future rights of election and may determine that every duly effected election in respect of any Ordinary Shares shall be binding on every successor in title to the holder thereof until the election mandate is revoked following that procedure.

143 Reserves

The Board may, before recommending any dividend, carry to reserve out of the profits of the Company such sums as it thinks fit. All sums standing to reserve may be applied from time to time, at the discretion of the Board, for any purpose to which the profits of the Company may properly be applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments as the Board thinks fit. The Board may divide the reserve into such special funds as it thinks 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 as it thinks fit. The Board may also, without placing the same to reserve, carry forward any profits which it may think prudent not to distribute.

144 Capitalisation of reserves

The Board may, with the authority of an ordinary resolution of the Company:

- 144.1 subject as provided in these Articles, resolve to capitalise all or any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or fund of the Company which is available for distribution or standing to the credit of share premium account or capital redemption reserve or other undistributable reserve;
- 144.2 appropriate the sum resolved to be capitalised to the holders of Ordinary Shares in proportion to the nominal amount of the shares (whether or not fully paid) held by them respectively which would entitle them to participate in a distribution of that sum if the shares were fully paid and the sum were then distributable and were distributed by way of dividend and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those holders of Ordinary Shares or as they may direct, in those proportions, or partly in one way and partly in the other, provided that:

- 144.2.1 the share premium account, the capital redemption reserve, any other undistributable reserve and any 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 holders of Ordinary Shares credited as fully paid; and
- 144.2.2 where the amount capitalised is applied in paying up in full unissued shares, the Company will also be entitled to participate in the relevant distribution in relation to any Ordinary Shares held by it as treasury shares and the proportionate entitlement of the members to the distribution will be calculated accordingly;
- 144.3 resolve that any shares so allotted to any member in respect of a holding by him of any partly paid shares shall, so long as such shares remain partly paid, rank for dividends only to the extent that such partly paid shares rank for dividends;
- 144.4 make such provision by the issue of fractional certificates (or by ignoring fractions or by accruing the benefit thereof to the Company rather than to the holders of Ordinary Shares concerned) or by payment in cash or otherwise as it thinks fit in the case of shares or debentures becoming distributable in fractions;
- 144.5 authorise any person to enter into an agreement with the Company on behalf of all the holders of Ordinary Shares concerned providing for either:
- 144.5.1 the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled on such capitalisation; or
- 144.5.2 the payment up by the Company on behalf of such holders, by the application thereto of their respective proportions of the reserves or profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares,
- (any agreement made under such authority being effective and binding on all such holders); and
- 144.6 generally do all acts and things required to give effect to such resolution.

145 Record dates

Notwithstanding any other provision of these Articles, but without prejudice to the rights attached to any shares and subject always to the Companies Acts, the Company or the Board may by resolution specify any date (the “**record date**”) as the date at the close of business (or such other time as the Board may determine) on which persons registered as the holders of shares or other securities shall be entitled to receipt of any dividend, distribution, interest, allotment, issue, notice, information, document or circular and such record date may be on or at any time before the date on which the same is paid, made, given or served or (in the case of any dividend, distribution, interest, allotment or issue) at any time after the same is recommended, resolved, declared or announced but without prejudice to the rights inter se in respect of the same of transferors and transferees of any such shares or other securities. No change of such holders in the Register after the record date shall invalidate the same.

ACCOUNTS

146 Inspection of records

No member (other than a Director) shall have any right to inspect any accounting record or other book or document of the Company unless he is authorised to do so by statute, by order of the court, by the Board or by ordinary resolution of the Company.

147 Accounts to be sent to members

- 147.1 Except as provided in Article 148, a copy of the Directors' and Auditors' reports accompanied by copies of the annual accounts shall, not less than 21 clear days before the annual general meeting before which they are to be laid, be delivered or sent to every member and holder of debentures of the Company and to the Auditors and to every other person who is entitled to receive notice of general meetings. However, this Article shall not require a copy of those documents to be sent to any person who under the provisions of these Articles is not entitled to receive notices from the Company or of whose address the Company is unaware or to any holder of debentures of whose address the Company is unaware or to more than one of the joint holders of any shares or debentures.
- 147.2 The provisions of Article 147.1 apply, *mutatis mutandis*, to any reports or accounts supplied by means of a website.

148 Summary financial statements

The Company may, in accordance with section 426 CA 2006 *et seq* and any regulations made under it (or under any statutory instrument or re-enactment of such provision), send a summary financial statement to any member instead of or in addition to the documents referred to in Article 147. Where it does so, the statement shall be delivered or sent to the member, or made available on a website in accordance with the Companies Acts, not less than 21 clear days before the annual general meeting before which those documents are to be laid.

NOTICES

149 Form of Notices

- 149.1 Notwithstanding anything to the contrary in these Articles, any notice or document to be given, sent, issued, deposited, served, delivered or lodged (or the equivalent) to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and any such notice or document shall be deemed given, sent, issued, deposited, served, delivered or lodged, or the equivalent where it is sent in electronic form, to an address for the time being notified for that purpose to the person giving the notice, but subject always to the provisions of Article 152.2 and, in the case of notices or other documents sent in electronic form, subject to and in accordance with the provisions of the Companies Acts.
- 149.2 Where a document or information is sent or supplied to the Company by a person on behalf of another, the Company may require reasonable evidence of the authority of the former to act on behalf of the latter.
- 149.3 Any amendment or revocation of a notification given to the Company under this Article shall only take effect if in writing, authenticated by the member and on actual receipt by the Company thereof.
- 149.4 An electronic communication shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.

150 Service of notice on members

- 150.1 The Company may give any notice or document (including a share certificate) to a member either personally or by sending it by post or other delivery service in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by any other means authorised in writing by the member concerned or, subject to and in accordance with the Companies Acts, by sending it in electronic form to an address for the time being notified to the Company by the member or by making it available on a website pursuant to Article 150.2. In the case of a member registered on an overseas branch register any such

notice or document may be posted either in the United Kingdom or in the territory in which such branch register is maintained.

150.2 Subject to the Companies Acts, any information, notice or other document is validly sent or supplied by the Company to a person by being made available on a website if:

150.2.1 the person has agreed (generally or specifically) that the information, notice or document may be sent or supplied to him in that manner, or he is taken to have so agreed under Schedule 5 to CA 2006 and, in either case, he has not revoked that agreement;

150.2.2 the Company has notified the recipient of:

- (a) the presence of the information, notice or other document on the website;
- (b) the address of the website;
- (c) the place on the website where it may be accessed;
- (d) how to access the information, notice or other document;
- (e) any other information prescribed by the Companies Acts including, when the information comprises a notice of meeting, that fact, the place, date and time of the meeting and whether the meeting is an annual general meeting; and

150.2.3 the information, notice or other document is available on the website throughout the period specified by any applicable provision of the Companies Acts or, if no such period is specified, the period of 28 days starting on the date on which the notification referred to in Article 150.2.2 is sent to the relevant person.

150.3 In the case of joint holders of a share, all notices or documents shall be given to the joint holder whose name stands first in the Register in respect of the joint holding. Notice so given shall be sufficient notice to all the joint holders.

150.4 Where a member (or, in the case of joint holders, the person first named in the Register) has a registered address outside the United Kingdom but has notified the Company of an address within the United Kingdom at which notices or other documents may be given to him or, subject to and in accordance with the provisions of the Companies Acts, of an address to which notices or documents may be sent in electronic form, he shall be entitled to have notices or documents given or sent to him at that address. Subject as aforesaid, a member who has a registered address outside the United Kingdom shall not be entitled to receive notices of general meetings.

150.5 If on at least two consecutive occasions the Company has attempted to send notices or documents in electronic form to an address for the time being notified to the Company by a member for that purpose but the Company is aware that there has been a failure of delivery of such notice or document, then the Company shall thereafter send notices or documents through the post to such member at his registered address or his address for the service of notices by post, in which case the provisions of Article 150.6 shall apply.

150.6 If on three consecutive occasions notices or other documents have been sent through the post to any member at his registered address or his address for the service of notices but have been returned undelivered, such member shall not thereafter be entitled to receive notices or other documents from the Company until he shall have communicated with the Company and supplied in writing a new registered address or address within the United Kingdom for the service of notices or, subject to and in accordance with the provisions of the Companies Acts, an address to which notices may be sent in electronic form.

151 Service of notice in case of death or bankruptcy, etc

The Company may send or supply any notice or document on the person entitled to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law, by sending or delivering it in any manner authorised by these Articles for the giving of a notice or document to a member, addressed to that person by name, or by the title of representative of the deceased or trustee of the bankrupt or representative by operation of law or by any like description, at the address (if any) within the United Kingdom to which notices may be sent by electronic means supplied for the purpose by the person claiming to be so entitled. Until such an address has been so supplied, any notice, document or other communication sent or supplied to any member pursuant to these Articles in any manner in which it might have been sent or supplied if the death, bankruptcy or other event had not occurred shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the Company has notice of the death, bankruptcy or other event, be deemed to have been properly served or delivered in respect of any share registered in the name of that member as sole or joint holder.

152 Evidence of service

- 152.1 Any notice, certificate or other document addressed to a member at his registered address or address for service in the United Kingdom shall, if sent by post, be deemed to have been served or delivered on the working day after the day when it was put in the post (or, where second-class mail is employed, on the second working day after the day when it was put in the post). Proof that an envelope containing the notice or document was properly addressed and put into the post as a prepaid letter shall be conclusive evidence that the notice was given. Any notice, certificate or other document not sent by post but delivered or left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day (or, if not a working day, the next working day) and at the time on which it was so delivered or left.
- 152.2 Any notice or other document addressed to a member shall, if sent using electronic means, be deemed to have been served or delivered at the expiration of 48 hours after the time it was first sent. In proving such service or delivery it shall be conclusive to prove that the address used for the electronic communication was correct and that the electronic communication was properly dispatched by the Company, unless the Company is aware that there has been a failure of delivery of such notice or document following at least two attempts in which case such notice or document shall be sent to the member at his registered address or address for service in the United Kingdom provided that the date of deemed service or delivery shall be 48 hours from the despatch of the original electronic communication in accordance with this Article.
- 152.3 Where any information, notice or other document is sent or supplied to a member by means of a website it is deemed to have been received by the recipient when the material was first made available on the website or, if later, when the member received (or is deemed to have received) notice of the fact that the material was available on the website.
- 152.4 In calculating a period of hours or days for the purposes of this Article, no account shall be taken of any part of a day that is not a working day (as defined in section 1173 CA 2006).
- 152.5 Any notice or other document sent by a relevant system shall be deemed, in accordance with the relevant system, to have been served or delivered when the Company (or a sponsoring system participant acting on its behalf) sends the issuer instructions relating to the notice or document.
- 152.6 Any member present, either personally or by proxy, at any general meeting of the Company or of the holders of any class of share in the Company shall for all purposes be deemed to have received due notice of that meeting and of the purposes for which the meeting was called.

153 Notice binding on transferees

Every person who, by operation of law, transfer or by any other means becomes entitled to a share shall be bound by any notice in respect of that share (other than a notice given by the Company under section 793 CA 2006) which, before his name is entered in the Register, has been duly given to a person from whom he derives his title.

154 Notice by advertisement

Any notice to be given by the Company to the members or any of them, and not otherwise provided for by these Articles, shall be sufficiently given by advertisement in at least one national newspaper published in the United Kingdom and, where the Company keeps an overseas branch register, in at least one daily newspaper published in the territory in which such register is maintained. Any notice given by advertisement shall be deemed to have been served at noon on the day on which the advertisement first appears.

155 Suspension of postal services

Subject to the Companies Acts and to any other provision of these Articles, if at any time by reason of the suspension, interruption or curtailment of postal services or threat thereof within the United Kingdom the Company is or would be unable effectively to convene a general meeting by notices sent through the post then, notwithstanding the availability of any other method of giving or delivering notices permitted by these Articles, a general meeting may be convened by a notice advertised in accordance with Article 154. Such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day on which the first of such advertisements appears. In any such case the Company shall send confirmatory copies of the notice by post if, at least seven days prior to the meeting, the posting of notices to addresses throughout the United Kingdom again becomes practicable.

INDEMNITY

156 Right to indemnity

156.1 Subject to the provisions of, and so far as is permitted by and consistent with the Companies Acts, but without prejudice to any indemnity to which he may otherwise be entitled, every Director, alternate Director, Secretary or other officer of the Company (except the Auditors) may at the discretion of the Board be indemnified out of the assets of the Company against:

156.1.1 any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or any associated body (as defined in section 256 of CA 2006) (an "**Associated Company**") other than:

- (a) any liability to the Company or any Associated Company; and
- (b) any liability of the kind referred to in sections 234(3) or (6) of CA 2006; and

156.1.2 any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office.

Where a Director, Secretary or other officer of the Company is indemnified against any liability in accordance with this Article 156.1, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

156.2 Subject to the provisions of, and so far as is permitted by and consistent with the Companies Acts, the Company may at the discretion of the Board:

- 156.2.1 provide a Director or officer of the Company (except the Auditors) with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application for relief (as defined in section 205(5) CA 2006); and
- 156.2.2 do anything to enable a Director, the Secretary or other officer of the Company to avoid incurring such expenditure, but so that the terms set out in sections 205(2) to (4) CA 2006 shall apply to any such provision of funds or other things done.

157 Power to insure

Subject to the provisions of, and so far as is permitted by and consistent with the Companies Acts, the Board may purchase and maintain insurance at the expense of the Company for the benefit of any person who is or was at any time a Director or other officer (excluding the Auditors) or employee of the Company or of any other company which is a subsidiary or subsidiary undertaking of the Company or in which the Company has an interest whether direct or indirect or who is or was at any time a trustee of any pension fund or employee benefits trust in which any employee of the Company or of any such other company or subsidiary undertaking is or has been interested indemnifying such person against any liability which may attach to him or loss or expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a Director, officer, employee or trustee.