

Company No. 286773

**THE COMPANIES ACT 2006**  
**PUBLIC COMPANY LIMITED BY SHARES**

TUESDAY



A05

\*AESCRU7K\*

17/05/2011

171

COMPANIES HOUSE

**RESOLUTIONS**  
**OF**  
**THE MORGAN CRUCIBLE COMPANY PLC**

**PASSED ON 10<sup>th</sup> MAY 2011**

At the Annual General Meeting (**AGM**) of the Company duly convened and held at St Anne's Manor, London Road, Wokingham, Berkshire RG40 1ST on 10<sup>th</sup> May 2011, the following resolutions (in addition to resolutions concerning ordinary business) were passed

**ORDINARY RESOLUTIONS**

- 13 That, from the date of this resolution until the earlier of 10 August 2012 and the conclusion of the Company's next AGM, the Company and all companies which are its subsidiaries at any time during such period are authorised
- a) to make donations to political parties and/or independent election candidates,
  - b) to make donations to political organisations other than political parties, and
  - c) to incur political expenditure,
- up to an aggregate total amount of £100,000, with the amount authorised for each of paragraphs (a) to (c) above being limited to the same total. Any such amounts may comprise sums paid or incurred in one or more currencies. Any sum paid or incurred in a currency other than sterling shall be converted into sterling at such rate as the board may decide is appropriate
- 14 That the Directors are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares in the Company
- a) up to an aggregate nominal amount of £22,742,584, (such amount to be reduced by the aggregate nominal amount of any equity securities that may be allotted pursuant to paragraph (b) below in excess of £22,742,584), and
  - b) comprising equity securities (as defined in section 560(1) of the Act), up to an aggregate nominal amount of £45,485,168 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights granted pursuant to paragraph (a) above) in connection with a rights issue (as defined in the listing rules published by the Financial Services Authority)

- (i) to holders of Ordinary shares in the capital of the Company in proportion (as nearly as practicable) to the respective numbers of Ordinary shares held by them, and
- (ii) to holders of other equity securities in the capital of the Company, as required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or any legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange, provided that (unless previously revoked, varied or renewed), this authority shall expire on 10 August 2012 or, if earlier, at the conclusion of the Company's next AGM, save that the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or rights to be granted after such expiry. All authorities vested in the Directors on 30 March 2011 to allot shares or to grant rights that remain unexercised at the commencement of the 2011 AGM are revoked.

#### **SPECIAL RESOLUTIONS**

- 15 That the Directors are empowered pursuant to section 570 of the Companies Act 2006 to allot equity securities, as defined in section 560 of that Act, pursuant to the authority conferred on them by resolution 14 in the 2011 Notice of AGM or by way of a sale of treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power is limited to
- a) the allotment of equity securities in connection with any rights issue or open offer (each as referred to in the Financial Services Authority's listing rules) or any other pre-emptive offer that is open for acceptance for a period determined by the Directors to the holders of Ordinary shares on the register on any fixed record date in proportion to their holdings of Ordinary shares (and, if applicable, to the holders of any other class of equity security in accordance with the rights attached to such class), subject in each case to such exclusions or other arrangements as the Directors may deem necessary or appropriate in relation to fractions of such securities, the use of more than one currency for making payments in respect of such offer, treasury shares, any legal or practical problems in relation to any territory or the requirements of any regulatory body or any stock exchange, and
  - b) the allotment of equity securities (other than pursuant to paragraph (a) above) with an aggregate nominal amount of £3,411,387,

and shall expire when the authority conferred on the Directors by resolution 14 in the 2011 Notice of AGM expires, save that, before the expiry of this power, the Company may make any offer or agreement which would or might require equity securities to be allotted after such expiry.

- 16 That a general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice

- 17 That the regulations contained in the document produced to the 2011 AGM and initialled by the Chairman for the purpose of identification are adopted as the Company's new Articles of Association in substitution for and to the exclusion of the Company's existing Articles of Association

A handwritten signature in black ink, appearing to be 'P A Boulton', with a long, horizontal, wavy line extending to the right.

P A Boulton, Company Secretary

**THE COMPANIES ACT 1929**

**AND**

**THE COMPANIES ACTS 1985 TO 2006**

---

**COMPANY LIMITED BY SHARES**

---

**THE MORGAN CRUCIBLE COMPANY PLC**

**ARTICLES OF ASSOCIATION**

---

**Incorporated the 11<sup>th</sup> day of April 1934**

---

**Date of Edition: 10<sup>th</sup> May 2011**

**TUESDAY**

A05

17/05/2011  
COMPANIES HOUSE

176

Company number 00286773

THE COMPANIES ACTS

A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

THE MORGAN CRUCIBLE COMPANY PLC

**PART I. - PRELIMINARY**

**Interpretation**

1 The headings and marginal notes hereto shall not affect the construction hereof, and in these Articles unless there is something in the subject or context inconsistent therewith

"2006 Act" means the Companies Act 2006,

"Acts" means those provisions of the 2006 Act for the time being in force and every other enactment for the time being in force concerning companies (including any orders, regulations or other subordinate legislation made under the 2006 Act or other enactments) so far as they apply to the Company,

"address" includes an electronic address,

"Articles" means these Articles of Association as amended from time to time,

"Auditors" means the auditors for the time being of the Company,

"Board" means the board of Directors or the Directors present or deemed to be present at a duly convened meeting of the Directors at which a quorum is present,

"certificated" means, in relation to a share, a share which is recorded in the register as being held in certificated form,

"Directors" means the directors for the time being of the Company,

"dividend" includes bonus and any other distribution whether in cash or in specie;

"electronic address" means any number or address used for the purposes of sending or receiving documents or information by electronic means and/or by means of a website,

"electronic form" and "electronic means" have the meanings given to them by section 1168 of

the 2006 Act,

"hard copy" and "hard copy form" have the meanings given to them by section 1168 of the 2006 Act,

"member" has the meaning given to it in section 112 of the 2006 Act,

"month" means calendar month,

"Office" means the registered office for the time being of the Company;

"paid" or "paid-up" includes credited as paid up,

"person" includes a body of persons incorporate or unincorporate,

"register" means the register of members kept pursuant to section 113 of the 2006 Act,

"Secretary" means the secretary of the Company and includes an assistant or deputy secretary, and any person appointed by the Directors to perform the duties of the Secretary,

"the Stock Exchange" means London Stock Exchange plc,

"UKLA" means the United Kingdom Listing Authority,

"uncertificated" means in relation to a share, a share title to which is recorded in the register as being held in uncertificated form and title to which, by virtue of the uncertificated securities rules, may be transferred by means of a "relevant system",

"uncertificated securities rules" means any provision of the Acts relating to the holding, evidencing of title to, or transfer of uncertificated shares and any legislation, rules or other arrangements made under or by virtue of such provision, and

References to a document being "executed" include references to its being executed under hand or under seal or by any other method and also include references to it being authenticated by electronic means

References to a document or information being "sent", "supplied" or "given" to or by another person mean such document or information, or a copy of such document or information being sent, supplied, given, delivered, issued or made available to or by, or served on or by, or deposited with or by that person by any method authorised by these Articles and "sending", "supplying" and "giving" shall be construed accordingly

References to "writing" mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods including printing and lithography, whether in electronic form or otherwise, and "written" shall be construed accordingly.

Words importing the singular number only include the plural number and vice versa Words importing the masculine gender only include the feminine gender Words importing persons include corporations

Words and expressions defined in the Acts shall, unless the context otherwise requires, have the same meanings in these Articles. The expressions "**Operator**", "**participating issuer**", "**participating security**" and "**relevant system**" shall have the same meanings given to them in the uncertificated securities rules.

References in these Articles to a share (or to a holding of shares) being in uncertificated form or in certificated form are references, respectively, to that share being an uncertificated unit of a security or a certificated unit of a security.

#### **Regulations not to apply**

- 2 No regulations or articles set out in any schedule to, or contained in any order, regulation or other subordinate legislation made under any statute concerning companies shall apply as regulations or articles of the Company.

### **PART II. - LIMITED LIABILITY**

#### **Limited liability**

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

### **PART III. - NAME**

#### **Change of name**

- 4 The Company may change its name by resolution of the Board.

### **PART IV. - SHARE CAPITAL**

#### **Application of profits**

- 5 Subject to any special rights as regards participation in profits hereafter attached in accordance with these Articles to any new shares hereafter created, the profits earned by the Company in each financial year or other period in respect of which the profits shall from time to time be ascertained (which profits are hereinafter referred to as "**the divisible fund**") shall be applied as follows, namely -

First, in payment of a fixed cumulative dividend at the rate of 5.5 per cent per annum upon the First Preference Shares to the end of such year or period,

Second, in payment of a fixed cumulative dividend at the rate of 5 per cent per annum on the Second Preference Shares to the end of such year or period, and

Third, the residue of the divisible fund (other than any part thereof carried by the Board to reserve pursuant to Article 134 hereof) shall be available to pay a dividend for such year or period on the Ordinary Shares.

#### **Preference dividends**

- 6 So far as the profits of the Company will, in the judgment of the Board, permit, the

dividends on the First Preference Shares and on the Second Preference Shares calculated up to 30th June and 31st December respectively in every year, shall be paid half-yearly on the next following 1st day of October and the 1st day of April

#### **Return of capital**

- 7 On a return of capital on a winding-up the assets of the Company available for distribution to its members shall be applied:-
- (1) First, in payment to the holders of the First Preference Shares of the amounts paid up on such shares, together with interest at the rate of 5 5 per cent per annum on such amounts from the date up to which the 5 5 per cent cumulative dividend on such shares has been paid to the date of payment,
  - (2) Second, in payment to the holders of the Second Preference Shares of the amounts paid up on such shares, together with interest at the rate of 5 per cent per annum on such amounts from the date up to which the 5 per cent cumulative dividend on such shares has been paid to the date of payment,
  - (3) Third, in repaying the capital paid up or credited as paid up on the Ordinary Shares, and
  - (4) Fourth, any balance of such assets then remaining shall be distributed rateably amongst the holders of the Ordinary Shares (to the exclusion of another class of shareholders) in proportion to the nominal amount paid up on their respective holdings of shares in the Company

#### **MODIFICATION OF RIGHTS**

##### **Modification of rights**

8

- (1) Subject to the provisions of the Acts, whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may, either with the consent in writing of the holders of three-fourths of the issued shares of the class (excluding any shares of that class held as treasury shares), which consent shall be in hard copy form or in electronic form sent to such address (if any) for the time being notified by or on behalf of the Company for that purpose and may consist of several documents each executed or authenticated in such manner as the Board may approve on or on behalf of one or more holders or a combination of both or with the sanction of a special resolution passed at a separate general meeting of such holders (but not otherwise), be altered, modified or abrogated
- (2) the rights attached to any class of shares shall not, unless otherwise expressly provided in the rights attaching to such shares, be deemed to be varied or abrogated by the creation or issue of shares ranking *pari passu* with or subsequent to them or by the purchase or redemption by the Company of any of its own shares



## **SHARES**

### **Allotment of shares**

- 9 Subject to the provisions of the Acts and these Articles, the Board has general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of shares or rights to subscribe for or convert any security into shares, to such persons (including Directors), at such times and on such terms and conditions as the Board may decide

### **Shares may be issued subject to different conditions as to calls**

- 10 The Directors may make arrangements on the issue of shares for a difference between the holders of such shares in the amount of calls to be paid and the time of payment of such calls

### **Instalments on shares to be duly paid**

- 11 If by the conditions of allotment of any share the whole or part of the issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share

### **Liability of joint holders of shares**

- 12 The joint holders of a share shall be severally as well as jointly liable for payment of all instalments and calls in respect of such share, and anyone of such persons may give an effectual receipt for any return of capital payable in respect of such share

### **Payment of commission and brokerages**

- 13 In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Acts of paying commissions to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company. Such commission may be satisfied by payment of cash or (with the sanction of an ordinary resolution of the Company) the allotment of fully or partly paid shares or the grant of an option to call for an allotment of shares or by any combination of these methods. The Company may also on any issue of shares pay such brokerage as may be lawful

### **Trusts not recognised**

- 14 Save as herein otherwise provided or as by the Acts otherwise required the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof, and accordingly shall not except as ordered by a court of competent jurisdiction or by law required be bound to recognise any equitable, contingent, future, partial or other claim to or interest in any share on the part of any other person

## **Uncertificated shares**

15

- (1) Subject always to the uncertificated securities rules and to the facilities and requirements of the relevant system concerned, the Board may resolve that a class of shares is to become a participating security and that a class of shares will cease to be a participating security
- (2) Uncertificated shares of a class are not to be regarded as forming a separate class from certificated shares of that class
- (3) A member may, in accordance with the uncertificated securities rules, change a share of a class which is a participating security from a certificated share to an uncertificated share and from an uncertificated share to a certificated share
- (4) The Company may give notice to a member requiring the member to change uncertificated shares to certificated shares by the time stated in the notice. The notice may also state that the member may not change certificated shares to uncertificated shares. If the member does not comply with the notice, the Board may authorise a person to change the uncertificated shares to certificated shares in the name and on behalf of the member
- (5) While a class of shares is a participating security, the Articles only apply to an uncertificated share of that class to the extent that they are consistent with
  - (a) the holding of shares of that class in uncertificated form,
  - (b) the transfer of title to shares of that class by means of a relevant system, and
  - (c) the uncertificated securities rules,

and without prejudice to the generality of this Article, no provision of these Articles shall apply or have effect to the extent that it is in any respect inconsistent with the maintenance, keeping up or entering by the Operator, so long as that is permitted or required by the uncertificated securities rules, of an Operator register of securities in respect of that class of shares in uncertificated form

## **CERTIFICATES**

### **Certificates**

- 16 The certificates of title to certificated shares may be issued under the common seal of the Company or under any official or securities seal kept by the Company, or bearing an imprint or representation of the seal or such other form of authentication as the Board may determine, or in such other manner having the same effect as if issued under the seal as the Board may approve

### **Members right to certificates**

- 17 Subject to the Acts and these Articles and unless the terms of allotment of the shares provide otherwise, every member (except a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange in respect of whom the Company is not required by law to complete and have ready a certificate) shall be entitled within the time specified by the Acts and without payment to one certificate for all the certificated shares registered in his name, or in the case of certificated shares of more than one class being registered in his name, to a separate certificate for each class of certificated shares so registered, and where a member transfers part of the certificated shares of any class registered in his name he shall be entitled without payment to one certificate for the balance of certificated shares retained by him and registered in his name. Every such certificate of certificated shares shall specify the number and class and the distinguishing numbers (if any) of the certificated shares in respect of which it is issued and the amount paid up thereon. If any member shall require additional certificates he shall pay for each additional certificate such sum for reasonable out of pocket expenses as the Directors shall determine. Where any certificate is addressed to a member at his registered address or address for service in the United Kingdom, the certificate shall, if sent by post be deemed to have been received by the addressee at the latest within twenty-four hours if prepaid as first class and within forty-eight hours if prepaid as second class, after the same has been posted, and in proving such posting it shall be sufficient to prove that the certificate was properly addressed and duly posted.

### **As to issue of a new certificate in place of one defaced, lost or destroyed**

- 18 If any certificate be worn out or defaced then upon delivery thereof to the Directors they may order the same to be cancelled, and may issue a new certificate in lieu thereof, and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate.
- 19 Every certificate issued under the last preceding Article shall be issued without payment, but there shall be paid to the Company a sum equal to exceptional out of pocket expenses incurred by the Company in relation to the issue of such certificate.

### **To which of the joint holders certificates to be issued**

- 20 The Company shall not be bound to issue more than one certificate in respect of certificated shares registered in the names of two or more persons and the person first named on the register in respect of such certificated shares shall be entitled to such certificate.

## **CALLS ON SHARES**

### **Calls**

- 21 The Directors may, subject to the terms of allotment or issue thereof, from time to

time make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively provided that fourteen days' notice at least be given of each call and each member shall pay the amount of each call so made on him to the person and at the time and place specified by the Directors in the said notice

**May be payable by instalments, etc.**

- 22 A call may be made payable by instalments and may, at any time before receipt by the Company of a sum due thereunder, be either revoked or postponed in whole or in part

**When call deemed to have been made**

- 23 A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. A person on whom a call is made remains liable jointly and severally with the successors in title to his shares to pay the amount called despite the subsequent transfer of the share in respect of which the call is made

**Instalments to be treated as calls**

- 24 If by the terms of any prospectus or by the conditions of allotment any amount is payable in respect of any shares by instalments, every such instalment shall be payable as if it were a call duly made by the Directors of which due notice had been given

**When interest on calls or instalment payable**

- 25 If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made, or the instalment shall be due, shall pay interest for the same at such rate as may be fixed by the terms of allotment or issue of the share or, if no rate is fixed, at the appropriate rate (as defined by section 592 of the 2006 Act) from the time appointed for payment thereof until the actual payment thereof and all costs, expenses and charges incurred by the Company by reason of the non-payment, and shall not receive any dividend in respect of the amount unpaid

**Payment of calls in advance**

- 26 The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up, and upon the money paid in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance shall have been made, the Company may pay interest at such rate (not exceeding, without the sanction of the Company given by ordinary resolution, the appropriate rate aforesaid) as the member paying such sum in advance and the Directors agree upon

### **Sums due on allotment or issue to be treated as calls**

- 27 Any sum which by or pursuant to the terms of allotment or issue of a share becomes payable on allotment or issue or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by or pursuant to the terms of allotment or issue the same becomes payable and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified

### **FORFEITURE AND LIEN**

#### **If call or instalments not paid notice may be given**

- 28 If any member fails to pay any call or instalment on or before the day appointed for the payment of the same, the Directors may at any time thereafter during such time as the call or instalment or any part thereof remains unpaid, serve a notice on such member or on a person entitled by transmission to the share in respect of which the call was made requiring him to pay the same, together with any interest that may have accrued thereon and all costs, charges and expenses incurred by the Company by reason of such non-payment

#### **Form of notice**

- 29 The notice shall name a day (not being less than fourteen days from the date of the notice) and a place on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited

#### **If notice not complied with shares may be forfeited**

- 30 If the requirements of any such notice as aforesaid be not complied with, any shares in respect of which such notice shall have been given may at any time after the day named in the notice as aforesaid, and before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared or other amounts payable in respect of the forfeited shares and not actually paid before the forfeiture. The Directors may accept the surrender of any share liable to be forfeited hereunder and in such case references in these Articles to forfeiture shall include surrender

#### **Forfeited shares to become the property of Company**

- 31 When any share has been forfeited notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share, but no forfeiture shall be in any manner invalidated by any omission or neglect to give notice as aforesaid. An entry of the fact and date of forfeiture shall be made in the register. Subject to the

provisions of the Acts any share so forfeited shall be deemed to be the property of the Company, no voting rights shall be exercised in respect thereof and the Directors may within three years of such forfeiture sell, re-allot, or otherwise dispose of the same in such manner as they think fit either to the person who was before the forfeiture the holder thereof, or to any other person, and either with or without any past or accruing dividends, and in the case of re-allotment, with or without any money paid thereon by the former holder being credited as paid up thereon Any share not disposed of in accordance with the foregoing within a period of three years from the date of its forfeiture shall thereupon be cancelled in accordance with the provisions of the Acts

#### **Power to annul forfeiture**

- 32 The Directors may at any time, before any share so forfeited shall have been cancelled or sold, re-allotted or otherwise disposed of, annul the forfeiture upon such conditions as they think fit

#### **Arrears to be paid notwithstanding forfeiture**

- 33 Any member whose shares have been forfeited shall thereupon cease to be a member in respect of such shares and shall surrender the relevant share certificates (if any) to the Company for cancellation but shall notwithstanding be liable to pay, and shall forthwith pay to the Company all calls, instalments, interest and expenses owing upon or in respect of such shares at the time of forfeiture, together with interest thereon, from the time of forfeiture until payment, at such rate as may be fixed by the terms of allotment or issue of the shares or, if no rate is so fixed, at the appropriate rate aforesaid, and the Directors may enforce payment thereof without allowance for the value of the share at the time of forfeiture or for consideration received on disposal, if they think fit

#### **Company's lien on shares**

- 34 The Company shall have a first and paramount lien upon all the shares, other than fully paid-up shares, registered in the name of each member (whether solely or jointly with other persons) for any amount payable in respect of such shares, whether the period for payment thereof shall have actually arrived or not and such lien shall apply to all dividends from time to time declared or other moneys payable in respect of such shares Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien, if any, on such share The Directors may, either generally or in a particular case, declare a share to be wholly or partly exempt from the provisions of this Article 34

#### **As to enforcing lien by sale**

- 35 For the purpose of enforcing such lien, the Directors may sell the shares subject thereto, in such manner as they think fit, but no such sale shall be made until the date for payment as aforesaid shall have arrived and until notice in writing stating, and demanding payment of, the sum payable and giving notice of the intention to sell in default of such payment shall have been served on such member (or to a person entitled by transmission to the shares) and default shall have been made by him in the

payment of such amounts payable for seven days after such notice

#### **Application of proceeds of sale**

- 36 The net proceeds of any such sale, after payment of the costs thereof, shall be applied in or towards satisfaction of such part of the amount in respect of which the lien exists as is presently payable. Subject to Article 33, the residue, if any, shall (on surrender to the Company for cancellation of any certificate for the shares sold, or the provision of an indemnity (with or without security) as to any lost or destroyed certificate required by the Directors and subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the member or the person (if any) entitled by transmission to the shares immediately before the sale

#### **Validity of sale after forfeiture or for enforcing lien**

- 37 Upon any sale or re-allotment after forfeiture or upon any sale for enforcing any lien in purported exercise of the powers hereinbefore given, the Directors may in the case of a sale nominate some person to transfer the shares sold in the name and on behalf of the registered holder or his executors or administrators and may in any case cause the name of the purchaser or allottee to be entered in the register in respect of the shares sold or re-allotted, and the purchaser or allottee shall not be bound to see to the regularity of the proceedings or to the application of the purchase or subscription money, and after his name has been entered in the register in respect of such shares the validity of the sale or forfeiture shall not be impeached by any person and the remedy of any person aggrieved by the sale or forfeiture shall be in damages only and against the Company exclusively. The Company may receive the consideration (if any) for the shares on their disposal. A statutory declaration by a Director or the Secretary that a share has been forfeited on the date stated in the declaration is conclusive evidence of the facts stated in the declaration against all persons claiming to be entitled to the shares. The declaration (subject, if necessary to the execution of the instrument of transfer) constitutes good title to the shares.

### **TRANSFER OF SHARES**

#### **Form of transfer**

- 38
- (1) The instrument of transfer of any certificated share in the Company shall be in the usual common form or in such other form as shall be approved by the Directors, and shall be signed by or on behalf of the transferor and (in the case of a transfer of a partly paid share) by the transferee, and when registered the instrument of transfer shall be retained by the Company
  - (2) A member may transfer all or any of his uncertificated shares in accordance with the uncertificated securities rules
  - (3) The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof

### **Restraint on transfer**

39

- (1) Subject to Article 81 and the provisions of the Acts, the Directors may refuse to register the transfer of a certificated share which is not fully paid or the transfer of a certificated share on which the Company has a lien
- (2) Subject to Article 81 and the provisions of the Acts, the Directors may also refuse to register the transfer of a certificated share or a renunciation of a renounceable letter of allotment unless all of the following conditions are satisfied
  - (a) it is in respect of only one class of shares,
  - (b) it is in favour of a single transferee or renounee or not more than four joint transferees or renounees,
  - (c) it is duly stamped or is not duly certified or otherwise shown to the satisfaction of the Board to be exempt from stamp duty, and
  - (d) the conditions referred to in the next succeeding Article have been satisfied in respect thereof where relevant

### **Registration of transfer**

- 40 Every instrument of transfer must be left at the Office, or at such other place as the Directors may from time to time determine, to be registered, accompanied by the certificate of the certificated shares comprised therein (except in the case of a renunciation), and such evidence as the Directors may reasonably require to prove the title of the transferor or person renouncing, and the due execution by him of the transfer or renunciation or, if the transfer or renunciation is executed by some other person on his behalf, the authority of that person so to do and thereupon the Directors, subject to the power vested in them by the last preceding Article, shall register the transferee or renounee as the holder

### **Fees on registration**

- 41 No fee shall be payable for registering any transfer of a share or the renunciation of a renounceable letter of allotment, probate, letters of administration, certificate of marriage or death, power of attorney, or other document relating to or affecting the title to any shares or the right to transfer the same

### **Location of instruments of transfer**

- 42 All instruments of transfer which are registered shall, subject to Article 163(3), be retained by the Company, but any instrument of transfer which the Directors may refuse to register shall (except in the case of fraud) be returned to the person depositing the same



## TRANSMISSION OF SHARES

### **Representatives of interest of deceased Members**

- 43 The executors or administrators of a deceased member (not being one of two or more joint holders) shall be the only persons recognised by the Company as having any title to shares held by him alone, but in the case of shares held by more than one person, the survivor or survivors only shall be recognised by the Company as being entitled to such shares. Nothing in the Articles releases the estate of a deceased member from liability in respect of a share which has been solely or jointly held by him

### **Evidence in case of death or bankruptcy**

44

- (1) A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, on production of any evidence the Directors may require, elect either to be registered as a member or to have a person nominated by him registered as a member
- (2) If he elects to be registered himself, he shall send notice to the Company to that effect, no fee shall be payable in respect of such registration. If he elects to have another person registered, he shall
  - (a) if it is a certificated share, execute an instrument of transfer of the share to that person, or
  - (b) if it is an uncertificated share
    - (i) procure that instructions are given by means of a relevant system to effect transfer of the share to that person, or
    - (ii) change the share to a certificated share and execute an instrument of transfer of the share to that person
- (3) All the provisions of the Articles relating to the transfer of certificated shares 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 giving rise to a transmission of entitlement had not occurred
- (4) The Directors may at any time give notice requiring any such person to make the election referred to in Article 44 (1) and if such notice is not complied with within sixty days the Directors may thereafter withhold payment of all dividends and other moneys payable in respect of such share until compliance therewith

### **Rights as to dividends and voting**

- 45 Any person becoming entitled to a share in consequence of the death or bankruptcy of any member shall be entitled subject to these Articles to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share

(and the rights of the holder in relation to that share cease), except that he shall not, unless and until he is registered as a member in respect of the share, be entitled in respect of it to receive notices of or to exercise any rights conferred by membership in relation to meetings of the Company

## CONSOLIDATION AND SUB-DIVISION OF SHARES

### Sub-division of shares and treatment of new shares

46

- (1) A resolution authorising the Company to sub-divide its shares may also determine that, as between the shares resulting from such sub-division, any of them may have any preference or other advantage or deferred or qualified rights or be subject to such restrictions as compared with the others as the Company has power to attach to shares upon the allotment thereof
- (2) Subject to any special rights or restrictions attached to them by their terms of issue, all new shares shall be subject to the provisions of these Articles with reference to allotment, payment of calls, forfeiture, lien, transfer, transmission and otherwise

### Fractions

- 47 Subject to any direction by the Company in general meeting, whenever as the result of any consolidation or sub-division of shares members of the Company are entitled to any issued shares of the Company in fractions, the Directors may deal with such fractions as they shall determine and in particular the Directors may
- (1) sell to any person (including, subject to the Acts, to the Company) the shares to which members are so entitled in fractions for the best price reasonably obtainable and pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof (except that if the amount due to a person is less than £3 or such other sum as the Directors may decide, the sum may be retained for the benefit of the Company) For the purpose of giving effect to any such sale the Directors may nominate some person to transfer the shares sold on behalf of the members so entitled to the purchaser thereof and may cause the name of the purchaser to be entered in the register as the holder of the shares comprised in any such transfer and he 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 or invalidity in the proceedings in reference to the sale, or
  - (2) subject to the Acts, allot or issue to a member credited as fully paid by way of capitalisation the minimum number of shares required to round up his holding of shares to a number which, following consolidation or sub-division, leaves a whole number of shares (such allotment or issue being deemed to have been effected immediately before consolidation or sub-division, as the case may be) The amount required to pay up those shares may be capitalised as the Directors think fit out of amounts standing to the credit of reserves (including a share premium account, capital redemption reserve and profit and loss account), whether or not available for

distribution, and applied in paying up in full the appropriate number of shares. A resolution of the Directors capitalising part of the reserves has the same effect as if the capitalisation had been declared by ordinary resolution of the Company pursuant to Article 147. In relation to the capitalisation the Directors may exercise all the powers conferred on them by Article 147 without an ordinary resolution of the Company.

#### **Redeemable shares**

- 48 Subject as aforesaid any shares in the capital of the Company may be issued on the terms that they are, or, at the option of the Company, are to be liable to be redeemed. The Board may determine the terms, conditions and manner of any redeemable shares so issued.

### **PART V. - GENERAL MEETINGS**

#### **General Meetings**

49

- (1) The Company shall hold annual general meetings, which shall be convened by the Board, in accordance with the Acts.
- (2) All general meetings other than annual general meetings may be called general meetings or extraordinary general meetings.
- (3) The Directors may, whenever they think fit, convene a general meeting which is not an annual general meeting.
- (4) If at any time, there are not sufficient Directors within the United Kingdom capable of acting to form a quorum, the Directors in the United Kingdom capable of acting may convene a general meeting in the same manner as nearly as possible as that in which meetings are to be convened by the Directors.

#### **Proxies**

- 50 In every notice calling a meeting of the Company or any class of the members of the Company there shall appear with reasonable prominence a statement that a member who is entitled to attend and vote at a general meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and to vote at a meeting. A proxy need not be a member of the Company.

#### **Omission to send notice**

- 51 The accidental omission to give any notice of a meeting or to send or supply any document or other information relating to any meeting, to any person entitled to receive the notice, document or other information, or the non-receipt for any reason of any such notice, document or other information by that person shall not invalidate the proceedings at that general meeting.

### **Business of Annual General Meeting**

- 52 The business of an annual general meeting shall include, to the extent required, receiving and considering the annual accounts, and the reports of the Directors and of the Auditors on those accounts, electing Directors and officers in the place of those retiring by rotation or otherwise or ceasing to hold office pursuant to these Articles, and fixing their remuneration if required, declaring dividends, appointing the Auditors (when special notice of the resolution for such appointment is not required by the Act) and fixing, or determining the manner of the fixing of, their remuneration

### **Quorum**

- 53 Subject to the provisions of Article 55 in respect of adjourned meetings, for all purposes the quorum for a general meeting shall be not less than three qualifying persons present and entitled to vote on the business to be transacted at the general meeting For the purposes of this Article, a "**qualifying person**" means (i) an individual who is a member of the Company, (ii) a person authorised under the Acts to act in relation to the meeting as a representative of a member that is a corporation, or (iii) a person appointed as a proxy of a member in relation to the meeting

### **Quorum to be present**

- 54 No business shall be transacted at any general meeting unless the quorum requisite shall be present when the meeting proceeds to business The appointment of a chairman in accordance with the provisions of these Articles shall not be treated as part of the business of the meeting

### **Proceeding if quorum not present**

- 55 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved In any other case it shall stand adjourned to such time (being not less than fourteen days nor more than twenty-eight days thence) and place as the chairman shall appoint At any such adjourned meeting the member or members present in person or by proxy and entitled to vote shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place The Company shall give not less than seven clear days' notice of any meeting adjourned for the want of a quorum and the notice shall state that the member or members present as aforesaid shall form a quorum

### **Chairman**

- 56 The chairman (if any) of the Board shall preside as chairman at every general meeting of the Company If there is no such chairman, or if at any meeting he is not present at the time appointed for holding the meeting, or is unwilling to act, the Directors present shall select one of their number to be chairman, if only one Director is present and willing to act, he shall be chairman, and that failing, the members present and entitled to vote shall choose some one of their number to be chairman

### **Power to adjourn and postpone**

57.

- (1) The chairman may, with the consent of the meeting (and shall, if so directed by the meeting) adjourn any meeting from time to time and from place to place. Without prejudice to any other power which he may have under the provisions of the Articles or at common law, the chairman may, without the consent of the meeting, interrupt or adjourn a meeting from time to time and from place to place or for an indefinite period if he decides that it has become necessary to do so in order to (i) secure the proper and orderly conduct of the meeting, or (ii) give all persons entitled to do so a reasonable opportunity of speaking and voting at the meeting, or (iii) ensure that the business of the meeting is properly disposed of. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **When notice of adjourned meeting to be given**

- 58 Subject to the Acts, whenever a meeting is adjourned for twenty-eight days or more, seven clear days' notice in writing at the least specifying the place, the day and hour of the adjourned meeting shall be given to the members subject as and in the manner herein mentioned, to the Directors and to the Auditors, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Subject to Article 55 and save as aforesaid it shall not be necessary to give any notice of an adjournment.

### **How questions to be decided at meetings**

- 59 The chairman can demand a poll on any resolution that is put to the vote of a general meeting, whether before it has been put to the vote on a show of hands or afterwards. Otherwise a resolution that is put to the vote of the meeting shall be decided by a show of hands unless (before, or upon the declaration of the result of, the show of hands) a poll is duly demanded, in accordance with the provisions of these Articles, and unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that the resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **Who may demand a poll**

- 60 A poll may be demanded upon any question by the chairman of the meeting or by at least five members having the right to vote on the resolution or by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution or by a member or members 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. The demand for a poll may be withdrawn.

but only with the consent of the chairman. A demand withdrawn in this way validates the result of a show of hands declared before the demand is made. In the case of a poll demanded before the declaration of the result of a show of hands, the meeting shall continue as if the demand has not been made.

#### **Poll demanded by proxy**

- 61 A valid proxy appointment shall be deemed to confer authority to demand or join in demanding a poll, and for the purposes of the immediately preceding Article, a demand by a proxy for a member or other person entitled to vote shall be deemed to be a demand by that member or other person.

#### **How poll to be taken**

- 62 Subject to the provisions of Article 63, if a poll is demanded as aforesaid it shall be taken in such manner and at such time and place as the chairman of the meeting directs, and either at once, or after an interval or adjournment (but not more than thirty days after the date of the meeting or adjourned meeting at which the poll was demanded), and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. 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 shall be given specifying the time and place at which the poll is to be taken.

#### **In what cases poll taken without adjournment**

- 63 No poll shall be demanded on the election of a chairman of a meeting but a poll duly demanded on any question of adjournment shall be taken at the meeting forthwith.

#### **Business may proceed notwithstanding demand of a poll**

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

#### **Accommodation of members at meeting**

- 65 If it appears to the chairman that the meeting place specified in the notice convening the meeting is inadequate to accommodate all members entitled and wishing to attend, the meeting is duly constituted and its proceedings valid if the chairman is satisfied that adequate facilities are available to ensure that a member who is unable to be accommodated is able to (i) participate in the business for which the meeting has been convened, (ii) hear and see all persons present who speak (whether by the use of microphones, loud-speakers, audio-visual communications equipment or otherwise) whether in the meeting place or elsewhere, and (iii) be heard and seen by all other persons present in the same way.

## **Security**

- 66 The Directors may make any arrangement and impose any restriction they consider appropriate to ensure the security of a meeting including, without limitation, the searching of a person attending the meeting and the restriction of the items of personal property that may be taken into the meeting place. The Directors are entitled to refuse entry to a meeting to a person who refuses to comply with these arrangements or restrictions.

## **VOTING**

### **Votes of Preference Shareholders**

- 67 The First Preference Shares and the Second Preference Shares respectively shall only entitle the holders to have notice of and to attend and vote either in person or by proxy at general meetings of the Company if either -
- (1) the meeting is convened to consider any resolution for reducing the capital, or authorising any issue of debentures or debenture stock, or increasing the borrowing powers of the Board under these Articles, or winding up, or sanctioning a sale of the undertaking, or altering these Articles in any manner affecting their respective interests, or any other resolution directly affecting their respective rights and privileges, or
  - (2) at the date of the notice convening the meeting the Company shall be in default for upwards of one month in payment of any half-yearly instalment of dividend on the shares of the said respective classes, in which case, but only so long as the default continues, the shareholders of any class in respect of which there has been such default shall be entitled to have notice of and attend at general meetings and to vote either in person or by proxy on every question submitted thereto.

For the purposes of this Article the dividends on the First and Second Preference Shares shall be deemed payable by half-yearly instalments on the dates mentioned in Article 6.

### **Votes of members**

- 68 Subject to the provisions of the Acts and Article 70 hereof and to any special terms as to voting upon which any shares may have been allotted or issued, or may for the time being be held, and subject to a suspension or abrogation of voting rights pursuant to the Articles, on a vote on a resolution on a show of hands or on a poll every member who is present in person or by proxy shall be entitled to the number of votes prescribed by the Acts. A member who is a patient within the meaning of the Mental Health Act 1983 may vote, whether on a show of hands or on a poll, by his guardian, receiver or curator bonis or other person authorised for that purpose and appointed by the court and such guardian, receiver or curator bonis or other person may vote by proxy if evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote is deposited at the Office within the time limits

prescribed by the Articles for the deposit of instruments of proxy

#### **Joint owners**

- 69 If two or more persons are jointly entitled to shares for the time being conferring a right to vote, anyone of such persons may vote at any meeting, either personally or by proxy, in respect thereof as if he were solely entitled thereto, provided that if more than one of such joint holders be present at any meeting, either personally or by proxy, the member whose name stands first on the register as one of the holders of such shares, and no other, shall be entitled to vote in respect of the same

#### **When members not to vote**

- 70 No member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him to vote at a general meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum currently payable by him to the Company in respect of such shares remains unpaid or as set out in Article 81

#### **Voting by proxy**

- 71 The appointment of a proxy, whether in hard copy form or electronic form shall be executed in such manner as may be approved by or on behalf of the Company from time to time. Subject thereto, the appointment of a proxy shall be executed by the appointor or any person duly authorised by the appointor or, if the appointor is a corporation, executed by a duly authorised person or under its common seal or in any other manner authorised by its constitution. The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned
- 72 A member may appoint more than one proxy to attend on the same occasion, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by such member. Where a member appoints more than one proxy, each such appointment shall specify the number of shares in respect of which each proxy is entitled to exercise the related votes and the member shall ensure that no proxy is appointed to exercise the votes which any other proxy has been appointed by that member to exercise

#### **Receipt of proxies**

- 73 The appointment of a proxy must
- (1) (in the case of an appointment of a proxy made in hard copy form) be received at the Office or such other place within the United Kingdom as may be specified by or on behalf of the Company for that purpose by the relevant time, together with the relevant document, or
  - (2) (in the case of an appointment of a proxy made by electronic means or by means of a website) be received at the address by the relevant time. Any



relevant documents must also be received at the address or the Office by the relevant time

For the purposes of this Article 73

"**address**" means the number or address which has been specified by the Company for the purpose of receiving appointments of proxy by electronic means or by means of a website,

"**relevant documents**" means the power of attorney or other authority pursuant to which the appointment of proxy is made, or a copy of such document certified by a notary or certified in some other way approved by the Board,

"**relevant time**" shall be

- (1) 48 hours before the time appointed for the commencement of the meeting or adjourned meeting at which the person appointed as proxy proposes to vote, or
- (2) in the case of a poll taken more than 48 hours after it is demanded, 24 hours before the time appointed for the taking of the poll

73A Subject to the Acts, an instrument of proxy which (or in respect of which any relevant document) is not received in a manner and within the time limits set out in these Articles shall be invalid (unless and to the extent that the Board, in its absolute discretion in relation to any such instrument, waives any such requirement)

74 The Board may in its discretion determine that in calculating the periods referred to in Article 73 and Article 77, no account shall be taken of any part of a day which is not a working day **Authentication of proxy appointment not made by holder**

75 Where the appointment of a proxy is expressed to have been or purports to have been made, sent or supplied by a person on behalf of the holder of a share

- (1) the Company may treat the appointment as sufficient evidence of the authority of that person to make, send or supply the appointment on behalf of that holder,
- (2) that holder shall, if requested by or on behalf of the Company at any time, send or procure the sending of any written authority under which the appointment has been made, sent or supplied, or a copy of such authority certified notarially or in some other way approved by the Board, to such address and by such time as may be specified in the request (or such address as the Company may be deemed by the Acts to have agreed) and, if the request is not complied with in any respect, the appointment may be treated as invalid, and
- (3) whether or not a request under Article 75(2) has been made or complied with, the Company may determine that it has insufficient evidence of the authority of that person to make, send or supply the appointment on behalf of that

holder and may treat the appointment as invalid

**As to validity of proxy**

- 76 A proxy appointment shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting to which it relates. No proxy appointment shall be valid after the expiry of twelve months from the date of its execution.
- 76A The omission or failure by any proxy to act in accordance with any instructions given to him by his appointor shall not invalidate any vote cast by him or any resolution passed at the general meeting concerned. The Company is not under any obligation to investigate whether the exercise of any vote by any proxy or any corporate representative accords with any instruction given by his appointor.

**When votes by proxy valid though authority revoked**

- 77 A vote given or poll demanded in accordance with the terms of a proxy appointment shall be valid notwithstanding the previous death or incapacity of the principal or revocation of the proxy appointment or the authority under which it was executed or transfer of the share in respect of which the vote is given, unless notice of the death, or incapacity, revocation or transfer, together with evidence satisfactory to the Directors of such event having occurred, shall have been delivered or received as mentioned in the following sentence at least one hour before the time for holding the meeting or adjourned meeting or the holding of a poll subsequently thereto at which such vote is given. Such notice of the death, or incapacity, revocation or transfer shall be either by means of a document in hard copy form delivered to the Office or such other place as is specified by the Company for depositing the proxy appointment or in electronic form received at the address (if any) specified by or on behalf of the Company for that purpose (or such address as the Company may be deemed by the Acts to have agreed), regardless of whether any relevant proxy appointment was effected in hard copy or electronic form.

**Corporate representatives**

78

- (1) A member of the Company which is a corporation 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 representatives at any meeting of the Company or any separate meeting of the holders of any class of shares. The provisions of the Acts shall apply to determine the powers that may be exercised at any such meeting by any person or persons so authorised.
- (2) The corporation shall, for the purposes of these Articles, be deemed to be present at any such meeting if any person or persons so authorised is or are present at it, and all references to attendance and voting in person shall be construed accordingly.

### **Objections to and error in voting**

- 79 No objection may be made to the qualification of a voter or to the counting of, or failure to count, a vote, except at the meeting or adjourned meeting at which the vote objected to is tendered or at which the error occurs. An objection properly made shall be referred to the chairman and only invalidates the result of the voting if, in the opinion of the chairman, it is of sufficient magnitude to affect the decision of the meeting. The decision of the chairman is conclusive and binding on all concerned.

### **Amendments to resolutions**

- 80 No amendment to a resolution duly proposed as a special resolution, other than an amendment to correct a patent error may be considered or voted on. No amendment to a resolution duly proposed as an ordinary resolution other than an amendment to correct a patent error may be considered or voted on unless either (i) at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the ordinary resolution is to be considered (which unless the Board decides otherwise, shall be calculated without taking account of any part of a day that is not a working day), notice of the terms of the amendment and intention to move it has been delivered in hard copy form to the Office or such other place as may be specified by or on behalf of the Company for that purpose or received in electronic form at such address (if any) for the time being specified by or on behalf of the Company for that purpose (or such address as the Company may be deemed by the Acts to have agreed), or (ii) the chairman in his absolute discretion decides that the amendment may be considered or voted on. If an amendment proposed to a resolution under consideration is ruled out of order by the chairman the proceedings on the substantive resolution are not invalidated by an error in his ruling.

### **Failure to disclose interests in shares**

81

- (1) Where notice is served by the Company under section 793 of the 2006 Act (a "**section 793 notice**") on a member, or another person appearing to be interested in shares held by that member, and the member or other person has failed in relation to any shares (the "**default shares**"), which expression includes any shares allotted or issued after the date of the section 793 notice in right of those shares) to give the Company the information required within the prescribed period from the date of the section 793 notice, the following sanctions apply, unless the Directors otherwise decide
- (a) the member is not entitled in respect of the default shares to be present or to vote (either in person or by proxy) at a general meeting or at a separate meeting of the holders of a class of shares or on a poll, and
  - (b) 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)

- (i) a dividend (or any part of a dividend) or other amount payable in respect of the default shares shall be withheld by the Company, which has no obligation to pay interest on it, and the member is not entitled to elect, pursuant to Article 136, to receive shares instead of a dividend, and
  - (ii) no transfer of any certificated default shares shall be registered unless the transfer is an excepted transfer or
    - (1) the member is not himself in default in supplying the information required, and
    - (2) the member proves to the satisfaction of the Directors that no person in default in supplying the information required is interested in any of the shares the subject of the transfer
- (2) For the purpose of enforcing the sanction in paragraph (1)(b)(ii), the Board may give notice to the member requiring the member to change default shares held in uncertificated form to certificated form by the time stated in the notice. The notice may also state that the member may not change any default shares held in certificated form to uncertificated form. If the member does not comply with the notice, the Board may authorise a person to change default shares held in uncertificated form to certificated form in the name and on behalf of the member
- (3) The sanctions under paragraph (1) cease to apply seven days after the earlier of
  - (a) receipt by the Company of notice of an excepted transfer, but only in relation to the shares transferred, and
  - (b) receipt by the Company, in a form satisfactory to the Directors, of all the information required by the section 793 notice
- (4) Where, on the basis of information obtained from a member in respect of a share held by him, the Company issues a section 793 notice to another person, it shall at the same time send a copy of the section 793 notice to the member, but the accidental omission to do so, or the non-receipt by the member of the copy, does not invalidate or otherwise affect the application of paragraphs (1) or (2)
- (5) For the purposes of this Article 81
  - (a) a person, other than the member holding a share, is treated as appearing to be interested in that share if the member has informed the Company that the person is or may be interested, or if the Company (after taking account of information obtained from the member or, pursuant to a section 793 notice, from anyone else) knows or has reasonable cause to believe that the person is or may be so interested,
  - (b) **"interested"** is construed as it is for the purpose of section 793 of the 2006 Act,

- (c) reference to a person having failed to give the Company the information required by a section 793 notice, or being in default in supplying such information, includes (a) reference to his having failed or refused to give all or any part of it, and (b) reference to his having given information which he knows to be false in a material particular or having recklessly given information which is false in a material particular,
- (d) the "**prescribed period**" means 14 days,
- (e) an "**excepted transfer**" means, in relation to shares held by a member
  - (i) a transfer pursuant to acceptance of a takeover offer for the Company (within the meaning of section 974 of the 2006 Act), or
  - (ii) a transfer in consequence of a sale made through a recognised investment exchange (as defined in the Financial Services Act 2006) or another stock exchange outside the United Kingdom on which shares in the capital of the Company are normally traded, or
  - (iii) a transfer which is shown to the satisfaction of the Directors to be made in consequence of a sale of the whole of the beneficial interest in the shares to a person who is unconnected with the member and with any other person appearing to be interested in the shares
- (6) The provisions of this Article are in addition and without prejudice to the provisions of the Acts

## **PART VI. - DIRECTORS AND OTHER OFFICERS**

### **DIRECTORS**

#### **Number of Directors**

- 82 Unless and until otherwise determined by the Company in general meeting pursuant to Article 120 the number of Directors shall not be more than fifteen nor less than four. The continuing Directors may act notwithstanding any vacancy in their body, provided that if the number of the Directors is less than the prescribed minimum the remaining Director or Directors shall forthwith appoint an additional Director or additional Directors to make up such minimum or shall convene a general meeting of the Company for the purpose of making such appointment. If there be no Director or Directors able or willing to act then any two members may summon a general meeting for the purpose of appointing Directors. Any additional Director so appointed shall (subject to the provisions of the Acts and these Articles) hold office only until the dissolution of the annual general meeting of the Company next following such appointment unless he is re-elected during such meeting and he shall not retire by rotation at such meeting or be taken into account in determining the rotation of retirement of Directors at such meeting.

## **Remuneration of Directors**

- 83 The Directors shall be paid out of the funds of the Company by way of fees for their services an aggregate sum not exceeding £500,000 per annum or such higher amount as the Company may from time to time by ordinary resolution determine. The Directors shall also receive by way of additional fees such further sums (if any) as the Company in general meeting may from time to time determine. Such fees and additional fees shall be divided among the Directors in such proportion and manner as they may determine and in default of determination equally. The provisions of this Article shall not apply to the remuneration of any Managing Director or Executive Director which shall be determined pursuant to the provisions of Article 92.

## **Qualification**

- 84 The qualification of a Director shall be the holding alone and not jointly with any other person of Ordinary Shares of the Company of the nominal amount of £500. Subject to the provisions of Article 114 a Director may act before acquiring his qualification but must acquire the same within two months of his appointment or election.

## **Travelling, hotel and other expenses and special remuneration**

- 85 The Directors shall be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors including any expenses incurred in attending meetings of the Board or of Committees of the Board or general meetings and if in the opinion of the Directors it is desirable that any of their number should make any special journeys or perform any special services on behalf of the Company or its business, such Director or Directors may be paid such reasonable additional remuneration and expenses therefor as the Directors may from time to time determine.
- 85A The Company may, subject to the Acts
- (i) provide any Director with funds to meet his defence expenditure in respect of any civil or criminal proceedings or regulatory investigation or other regulatory action or in connection with any application for any category of relief permitted by the Acts, and
  - (ii) do anything to enable him to avoid incurring such expenditure.

## **Directors entitled to attend at General Meetings and separate General Meetings**

- 86 A Director shall be entitled to receive notice of and attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

## **Directors to have power to fill casual vacancies**

- 87 Without prejudice to the power of the Company pursuant to these Articles the Directors shall have power at any time to appoint any person either to fill a casual

vacancy or as an addition to the Board, but so that the total number of Directors shall not exceed any maximum number fixed in accordance with these Articles. Subject to the provisions of the Acts and of these Articles, any Director so appointed shall hold office only until the dissolution of the annual general meeting of the Company next following such appointment unless he is re-elected during such meeting, and he shall not retire by rotation at such meeting or be taken into account in determining the rotation of retirement of Directors at such meeting.

## **ALTERNATE DIRECTORS**

### **Appointment and revocation**

- 88 Any Director may by notice to the Company (executed by the director making or recording the appointment) appoint (i) any other Director, or (ii) any other person who is approved by the Board and who has consented to act as hereinafter provided to be his alternate, provided that notice in an hard copy form shall be received at the Office or, notice in electronic form, be received at such address (if any) for the time being notified by or on behalf of the Company for that purpose and every such alternate shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notices of all meetings of the Directors and, in the absence from the Board of the Director appointing him, to attend and vote at meetings of the Directors, and to exercise all the powers, rights, duties and authorities of the Director appointing him. Provided always that no appointment of a person other than a Director shall be operative unless and until the approval of the Board by a majority consisting of two-thirds of the whole Board shall have been given. A Director may at any time revoke the appointment of an alternate appointed by him, and subject to such approval as aforesaid where requisite appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine, provided always that if any Director retires but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. The appointment of an alternate Director shall cease and determine on the happening of any event which, if he were a Director, would cause him to vacate office. An alternate Director may resign by notice in writing to the Company. An alternate Director need not hold a share qualification and shall not be counted in reckoning the maximum number of Directors allowed by the Articles for the time being. A Director acting as alternate shall have an additional vote at meetings of Directors for each Director for whom he acts as alternate but he shall count as only one for the purpose of determining whether a quorum be present.

### **Responsibility and remuneration of alternate**

- 89 Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. An alternate Director shall be entitled to contract and be interested in and benefit from contracts or

arrangements or transactions to the same extent as if he were a Director. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the alternate and the Director appointing him. The alternate is not otherwise entitled to a fee from the Company for his services as alternate.

## **MANAGING AND EXECUTIVE DIRECTORS**

### **Appointment**

- 90 Subject to the provisions of the Acts the Directors may from time to time appoint one or more of their body to be Managing Director of the Company or to hold such other Executive Office in relation to the management of the business of the Company (including Executive Chairman) as they may decide either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office, and may, from time to time (subject to the provisions of any service contract between him and the Company and without prejudice to any claim for damages he may have for breach of any such service contract or otherwise), remove or dismiss him or them from such office and appoint another or others in his or their place or places.

### **Executive Directors to retire by rotation**

- 91 A Managing Director or such Executive Directors shall be subject to retirement by rotation and shall be subject to the same provisions as to removal and as to vacation of office as the other Directors of the Company. The tenure of Executive Office or employment of a Managing or Executive Director shall not be determined by reason only of his ceasing to be a director but (subject to the terms of any contract between him and the Company) may be determined at any time by resolution of the Board.

### **Remuneration**

- 92 The salary or other remuneration of any Managing Director or such Executive Director of the Company shall, subject as provided in any contract, be such as the Directors may from time to time determine, and may either be a fixed sum of money, or may altogether or in part be governed by the business done or profits made, or may include the making of provisions for the payment to him, his widow or other dependants, of a pension on retirement from the office or employment to which he is appointed and for the participation in pension and life assurance benefits, or may be upon such other terms as the Directors determine.

### **Powers**

- 93 The Directors may from time to time entrust to and confer upon a Managing Director or such Executive Director for the time being such of the powers, authorities and discretions exercisable under these Articles by the Directors, other than power to make calls or forfeit shares, as they may think fit, and may confer such powers, authorities and discretions for such time, and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they may



think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers, authorities and discretions of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers, authorities or discretions

## **POWERS AND DUTIES OF DIRECTORS**

### **Directors to have entire superintendence and control of business of the Company**

- 94 The business of the Company shall be managed by the Directors who in addition to the powers and authorities by these Articles or otherwise expressly conferred upon them may exercise all such powers, and do all such acts and things as may be exercised or done by the Company, and as are not by the Acts or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to such directions (being not inconsistent with any regulations of these Articles or the provisions of the Acts) as may be given by the Company in general meeting. Provided that no direction given by the Company in general meeting shall invalidate any prior act of the Directors, which would have been valid if such direction had not been given, and the provisions contained in these Articles as to any specific power of the Directors shall not be deemed to abridge the general powers hereby given

### **Power to award pensions and other benefits**

- 95 The Directors may exercise all the powers of the Company to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits and death or disability benefits (whether by insurance or otherwise) to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is or was a subsidiary undertaking of or allied or associated with the Company or any such subsidiary undertaking and to the spouses, former spouses, widowers, widows, children and other relatives and dependants of any such persons and may establish, maintain, support, subscribe to and contribute to all kinds of schemes, trusts and funds for the benefit of such persons as are hereinbefore referred to or any of them or any class of them, and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such trust, fund or scheme or otherwise)

### **Directors interests**

- 96 For the purposes of section 175 of the 2006 Act, the board may authorise any matter proposed to it in accordance with these Articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company. Any such authorisation will be effective only if
- (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 interested director, and

- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted

The board may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions it expressly imposes but such authorisation is otherwise given to the fullest extent permitted. The board may vary or terminate any such authorisation at anytime

For the purposes of the Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests

- 97 Provided that he has disclosed to the board the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the 2006 Act apply, in which case no such disclosure is required) a director notwithstanding his office

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- (b) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director,
- (c) may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested

For the purposes of this Article, the interest of a person who is for the purposes of the Acts connected with (within the meaning of sections 252-254 of the 2006 Act) a Director is treated as the interest of the Director and, in relation to an alternate Director, the interest of his appointor shall be treated as the interest of the alternate Director in addition to an interest which the alternate Director otherwise has. This Article applies to an alternate Director as if he were a Director otherwise appointed

- 98 A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate

- (a) the acceptance, entry into or existence of which has been approved by the board pursuant to Article 96 (subject, in any such case, to any limits or conditions to which such approval was subject), or
- (b) which he is permitted to hold or enter into by virtue of paragraph (a), (b) or (c) of Article 97,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the 2006 Act

- 99 Any disclosure required by Article 97 may be made at a meeting of the board, by

notice in writing or by general notice or otherwise in accordance with section 177 of the 2006 Act

100 A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article applies only if the existence of that relationship has been approved by the board pursuant to Article 96. In particular, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the 2006 Act because he fails

- (a) to disclose any such information to the board or to any director or other officer or employee of the Company, and/or
- (b) to use or apply any such information in performing his duties as a director of the Company

101 Where the existence of a director's relationship with another person has been approved by the board pursuant to Article 96 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the 2006 Act because he

- (a) absents himself from meetings of the board at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise, and/or
- (b) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the Company and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists

102 The provisions of Articles 100 and 101 are without prejudice to any equitable principle or rule of law which may excuse the director from

- (a) disclosing information, in circumstances where disclosure would otherwise be required under these Articles, or
- (b) attending meetings or discussions or receiving documents and information as referred to in Article 101, in circumstances where such attendance or receiving such documents and information would otherwise be required under these Articles

103

- (1) Save as herein provided, a Director shall not vote in respect of any contract, arrangement, transaction or any other proposal whatsoever in which he has an interest

(otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company) which can reasonably be regarded as likely to give rise to or conflict with the interests of the Company A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting

- (2) A Director shall (in the absence of some other material interest than is indicated below) be entitled to vote (and be counted in the quorum) where the interest arises in respect of any resolution concerning any of the following matters, namely -
- (a) the giving of any security, guarantee or indemnity in respect of money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings,
  - (b) the giving of any security, guarantee or indemnity in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security,
  - (c) any contract, arrangement, transaction or proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase, in which offer he is or may be entitled to participate as a holder of securities or in the underwriting or sub-underwriting of which he is to participate,
  - (d) any contract, arrangement, transaction or other proposal concerning any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever provided that he is not the holder of an interest in shares (as that term is used in sections 820 to 825 of the 2006 Act) representing one per cent or more of any class of the equity share capital (excluding any shares of that class held as treasury shares) of such company (or of a third company through which his interest is derived) or of the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this Article to be likely to give rise to a conflict with the interests of the Company in all circumstances ),
  - (e) any contract, arrangement, transaction or other proposal for the benefit of the employees of the Company or any of its subsidiary undertakings which does not award him a privilege or benefit not generally awarded to the employees to whom it relates,
  - (f) any contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy under which he may benefit, and
  - (g) any proposal for the Company (1) to provide him with an indemnity permitted by the Acts, (2) to provide him with funds in circumstances permitted by the Acts to meet his defence expenditure in respect of any civil or criminal proceedings or regulatory investigation or other regulatory action or in connection with any application for any category of relief permitted by the

Acts, or (3) to do anything to enable him to avoid incurring any such expenditure

- (3) A Director shall not vote or be counted in the quorum on any resolution concerning his own appointment as the holder of any office or place of profit with the Company or any company in which the Company is interested including fixing or varying the terms of his appointment or the termination thereof
- (4) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals may be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not debarred from voting under the provisions of this Article 103 other than paragraph (4)) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment
- (5) If any question shall arise at any meeting as to the likelihood of a Director's interest to conflict with the interests of the Company or as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fully disclosed
- (6) If a question arises at a meeting as to the likelihood of an interest of the Chairman of the meeting to conflict with the interests of the Company or as to the entitlement of the chairman to vote or be counted in a quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, the question shall be decided by resolution of the Directors or committee members present at the meeting (excluding the chairman) whose majority vote is conclusive and binding on all concerned except in a case where the nature or extent of the interest of the Chairman concerned have not been fully disclosed
- (7) Subject to the provisions of the Acts the Company may by ordinary resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article

#### **Exercise of voting powers**

- 104 The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers or servants of such company or voting or providing for the payment of remuneration to such officers or servants)

### **Directors may join Boards of other companies**

- 105 A Director of the Company may continue to be or become a director or other officer, servant or member of any company promoted by the Company or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any remuneration or other benefits derived as director or other officer, servant or member of such company

### **Overseas Branch Register**

- 106 The Directors may exercise the powers conferred upon the Company by section 129 of the 2006 Act with regard to the keeping of an overseas branch register and the Directors may (subject to the provisions of that section) make and vary such regulations as they may think fit respecting the keeping of any such register
- 107 [ Article deleted ]

## **LOCAL MANAGEMENT**

### **Local management**

- 108 The Directors may from time to time provide for the management and transaction of the affairs of the Company in any specified locality, whether in the United Kingdom or elsewhere, in such manner as they think fit, and the provisions contained in the three next following sub-clauses shall be without prejudice to the general powers conferred by this Article -

### **Local Board**

- (1) The Directors from time to time, and at any time, may establish any local board or agencies for managing any of the affairs of the Company in any such specified locality, and may appoint any persons to be members of such local board, or any managers or agents, and may fix their remuneration And the Directors from time to time, and at any time, may dele gate to any person so appointed any of the powers, authorities, and discretions for the time being vested in the Directors, other than the power of making calls on shares, and may authorise the members for the time being of any such local board, or any of them, to fill up the vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation Subject to terms and conditions imposed by the Board, the proceedings of a local board with two or more members are governed by those Articles that regulate the proceedings of the Board, so far as applicable

### **Powers of attorney**

- (2) The Directors may at any time and from time to time by power of attorney under the seal of the Company, appoint any person or persons to be the

attorney of the Company or otherwise appoint any person or persons to be the agent of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents), and for such period and subject to such conditions as the Directors may from time to time think fit, and any such power of attorney or other appointment may contain such provisions for the protection or convenience of persons dealing with such agent or attorney as the Directors may think fit

#### **Sub-delegation**

- (3) Any such delegates, attorneys or agents as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them

### **BORROWING POWERS**

#### **Power to raise money**

109

- (1) The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures and other securities. The Directors shall restrict the borrowings of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings so as to secure (as regards subsidiary undertakings so far as by such exercise they can secure) that net group borrowings shall not at any time, without the previous sanction of the Company in general meeting, exceed a sum equal to one and a half times the aggregate of -

- (i) the nominal capital of the Company for the time being issued and paid up,
- (ii) the net amounts standing on the consolidated reserves of the Company and its subsidiary undertakings whether distributable or undistributable and including (without limitation) share premium account, capital redemption reserve and profit and loss account,
- (iii) the cumulative amount of goodwill that has been eliminated against reserves in respect of subsidiary undertakings which continue to trade as subsidiary undertakings of the Company, and
- (iv) the cumulative amount of goodwill that has been amortized through the consolidated profit and loss accounts of the Company and each of its subsidiary undertakings,

all as determined from the most recently published audited annual consolidated accounts of the Company and each of its subsidiary undertakings but after -

- (a) making such adjustments as may be appropriate in respect of any variation in the issued and paid up share capital, the share premium account and the capital redemption reserve fund of the Company since the date of its most recently published audited annual consolidated accounts of the Company and its subsidiary undertakings,
  - (b) excluding therefrom (i) any sums set aside for future taxation, (ii) amounts attributable to outside shareholders in subsidiary undertakings,
  - (c) deducting therefrom an amount equal to any distribution by the Company out of profits earned prior to the date of its most recently published audited annual consolidated accounts of the Company and its subsidiary undertakings and which have been declared, recommended or made since that date except so far as provided for in such balance sheet
- (2) For the purposes of this Article
- (i) **"moneys borrowed"** shall be deemed to include the following except in so far as otherwise taken into account -
- (a) the nominal amount of any issued share capital and the principal amount of any debentures or borrowed moneys, the beneficial interest whereof is not for the time being owned by any of the Company and its subsidiary undertakings, or any body whether corporate or unincorporate and the payment or repayment whereof is the subject of a guarantee or indemnity by any of the Company and its subsidiary undertakings,
  - (b) the outstanding amount raised by acceptances by any bank or accepting house under any acceptance credit opened on behalf of and in favour of any of the Company and its subsidiary undertakings,
  - (c) the principal amount of any debenture (whether secured or unsecured) of any of the Company and its subsidiary undertakings owned otherwise than by any of the Company and its subsidiary undertakings,
  - (d) the principal amount of any preference share capital of any subsidiary undertakings owned otherwise than by any of the Company and its subsidiary undertakings,
  - (e) any fixed or minimum premium payable on final repayment of any borrowing or deemed borrowing,
- but shall be deemed not to include -
- (f) borrowings for the purposes of repaying the whole or any part of borrowings by any of the Company and its subsidiary undertakings for the time being outstanding and so to be applied within six months of being so borrowed, pending their application for such purpose within such period,
  - (g) borrowings for the purpose of financing any contract in respect of which any



part of the price receivable by any of the Company and its subsidiary undertakings is guaranteed or insured by the Export Credits Guarantee Department of the Department for Business Innovation & Skills or by any other Governmental department fulfilling a similar function, to an amount not exceeding that part of the price receivable thereunder which is so guaranteed or insured, and

- (h) borrowings by the Company or any of its subsidiary undertakings from any other of such companies, and
- (ii) **"net group borrowings"** means the aggregate amount at anyone time owing by the Group (being the Company and all its subsidiary undertakings) in respect of moneys borrowed less the aggregate amount of all cash and cash deposits of the Group
- (3) A report by the Auditors as to the aggregate amount which may at any one time in accordance with the provisions of paragraph (1) of this Article be owing by the Company and its subsidiary undertakings without such sanction as aforesaid shall be conclusive in favour of the Company and all persons dealing with the Company
- (4) When the aggregate amount of borrowings required to be taken into account for the purposes of this Article 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 either -
  - (a) at the middle market rate of exchange quoted in the Financial Times at close of business in London on the date of the relevant balance sheet provided that all but not some only of such moneys shall be converted at the rate of exchange prevailing in London six months before such day if thereby such aggregate amount would be less (and so that for this purpose the rate of exchange shall be taken as the middle market rate quoted in the Financial Times as at the close of business)

or where the repayment of such moneys is expressly covered by a forward purchase contract

- (b) at the rate of exchange specified therein
- (5) No debt incurred or security given in respect of moneys borrowed in excess of the limit hereby imposed shall be invalid or ineffectual except in the case of express notice at the time when the debt was incurred or security given that the limit hereby imposed had been exceeded

#### **Mode of borrowing**

- 110 The Directors may exercise all the powers of the Company to borrow or raise money upon or by the issue or sale of any bonds, debentures, or securities, and upon such terms as to time of repayment, rate of interest, price of issue or sale, payment of premium or bonus upon redemption or repayment or otherwise as they may think proper, including a right for the holders of bonds, debentures, or securities, to

exchange the same for shares in the Company of any class authorised to be issued

#### **Security for payment of moneys borrowed or raised**

- 111 Subject as aforesaid the Directors may secure or provide for the payment of any moneys to be borrowed or raised by a mortgage of or charge upon all or any part of the undertaking or property of the Company, both present and future, and upon any capital remaining unpaid upon the shares of the Company whether called up or not, or by any other security, and the Directors may confer upon any mortgagees or persons in whom any debenture or security is vested, such rights and powers as they think necessary or expedient, and they may vest any property of the Company in trustees for the purpose of securing any moneys so borrowed or raised, and confer upon the trustees or any receiver to be appointed by them or by any debenture-holder such rights and powers as the Directors may think necessary or expedient in relation to the undertaking or property of the Company or the management or the realisation thereof or the making, receiving, or enforcing of calls upon the members in respect of unpaid capital, and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated

#### **Security for payment of moneys**

- 112 The Directors may give security for the payment of any moneys payable by the Company in like manner as for the payment of moneys borrowed or raised, but in such case the amount shall for the purposes of the above limitation be reckoned as part of the money borrowed
- 113 [ Article deleted ]

### **DISQUALIFICATION OF DIRECTORS**

#### **Office of Director to be vacated**

- 114 The office of a Director shall be vacated and a resolution of the Board declaring a Director to have vacated office under the terms of this Article is conclusive as to the fact and grounds of vacation stated in the resolution

#### **Resignation**

- (1) If not being a Managing Director or Executive Director holding office as such for a fixed period he delivers to the Board or to the Secretary a notice in writing of his resignation of his office of Director, or

#### **Ceasing to be a Director**

- (2) If he ceases to be a Director by virtue of any provision of the Acts, is removed from office pursuant to the Articles or becomes prohibited by law from being a Director, or

#### **Bankruptcy**

- (3) If he becomes bankrupt, has an interim receiving order made against him, makes an

arrangement or compounds with his creditors generally or applies to the court for an interim order in connection with a voluntary arrangement under any legislation relating to insolvency, or

#### **Mental Disorder**

- (4) If a registered medical practitioner who is treating him gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months,
- (5) If, by reason of his mental health, an order is made by any Court of competent jurisdiction which wholly or partly prevents him from personally exercising any powers or rights which he would otherwise have, or

#### **Failure to attend meetings**

- (6) If not having leave of absence from the Directors he or his alternate (if any) fails to attend the meetings of the Directors for six successive months unless prevented by illness, unavoidable accident or other cause which may seem to the Directors to be sufficient and the Directors resolve that his office be vacated, or

#### **No qualification**

- (7) If, not being already qualified, he does not obtain his qualification within two months after his appointment, or at any time thereafter ceases to hold his qualification A Director vacating office under this provision shall be incapable of being re-appointed a Director until he shall have obtained his qualification, or

#### **Removal**

- (8) He is removed from office by notice addressed to him at his last known address and executed by all his co-Directors (without prejudice to a claim for damages for breach of contract or otherwise )

### **RETIREMENT, ELECTION AND APPOINTMENT OF DIRECTORS**

#### **Rotation and retirement of Directors**

115

- (1) Each Director is subject to retirement by rotation in accordance with these Articles, subject to Articles 82 and 87
- (2) At each annual general meeting, one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office at the annual general meeting
- (3) Subject to the Acts and these Articles, the Directors to retire at each annual general meeting shall be, so far as necessary to obtain the number required, first, any Director

who wishes to retire and not offer himself for re-election and second, those Directors who have been longest in office since their last appointment or re-appointment. As between two or more Directors who have been in office an equal length of time, the Director to retire shall, in default of agreement between them, be determined by lot. The Directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the Board at the start of business fourteen days before the date of the notice convening the annual general meeting (or such later date as the Directors may decide that is, or is prior to, the date of such notice) notwithstanding any change in the number or identity of the Directors after that time but before the close of the meeting.

- (4) If the Board so decides, one or more other Directors selected by the Board may also retire at an annual general meeting as if any such other Director was also retiring by rotation at that meeting in accordance with these Articles.

#### **Meeting to fill up vacancies**

- 116 The Company at any general meeting at which any Directors retire in manner aforesaid, may subject to any resolution reducing the number of Directors, fill up the vacated offices by electing a like number of persons to be Directors and may fill up any other vacancies.

#### **Retiring Director to remain in office until successor appointed**

- 117 If at any general meeting at which an election of Directors ought to take place the places of the retiring Directors are not filled up, then, subject to any resolution reducing the number of Directors, the retiring Directors, or such of them as have not had their places filled up, shall, if willing, continue in office until the dissolution of the annual general meeting in the next year, unless, as regards any particular Director, a resolution for his re-election shall have been put to the meeting and lost.

#### **Appointment of Directors to be voted upon individually**

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

#### **Notice to propose new Directors**

- 119 No person except a retiring Director shall be elected a Director (unless recommended by the Directors for election) unless notice in writing shall be sent to the Secretary not more than 42 days and not less than seven days before the day of the meeting at which the election is to take place, executed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting stating the name and address of the person who offers himself or is proposed as a candidate and all particulars which would, if the proposed director were appointed or reappointed, be required to be included in the Company's register of Directors and of his intention to propose him, together with a notice in writing executed by such person of his

willingness to be elected

**Power to General Meeting to increase or reduce the number of Directors**

- 120 The Company in general meeting may from time to time increase or reduce the number of Directors and may also determine in what rotation such increased or reduced number is to go out of office and without prejudice to the provisions of these Articles, may in general meeting appoint any person to be a Director either to fill a casual vacancy or as an additional Director

**Power to remove Director by Ordinary Resolution**

- 121 Without prejudice to the provisions of the Acts, the Company may by ordinary resolution remove any Director before the expiration of his term of office (without prejudice to a claim for damages for breach of contract or otherwise)

**Power to appoint Director in place of one removed**

- 122 The Company may by ordinary resolution appoint another person in place of the Director removed pursuant to the provisions of the Acts or by ordinary resolution, and the person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed, but this provision shall not prevent him from being eligible for re-election

**PROCEEDINGS OF DIRECTORS AND COMMITTEES**

**Meetings of Directors**

123

- (1) The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Until otherwise determined by the Directors, two Directors shall constitute a quorum. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. One Director may, and the Secretary shall at the request of a Director, at any time summon a meeting of the Directors
- (2) Any Director or his alternate Director or member of a committee appointed by the Directors may participate in a meeting of the Board or such committee by means of conference telephone or other communications equipment whereby all persons participating in the meeting can hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Acts, all business transacted in this way by the Board or a committee of the Board is for the purposes of the Articles deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board although fewer than two Directors or alternate Directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group,

where the chairman of the meeting then is

#### **Notice of Board meetings**

124. Notice of Board meetings shall be given to all the Directors and shall be deemed to be duly given to a Director if it is given to him personally or by word of mouth or sent in hard copy form to him at his last known address or any other address given by him to the Company for this purpose or sent in electronic form to such address (if any) for the time being notified by him or on his behalf to the Company for that purpose. A Director may waive his entitlement to receive notice of Board meetings or a Board meeting by notice in writing to that effect deposited with the Secretary, and may waive such entitlement retrospectively. Any notice pursuant to this Article need not be in writing if the Board so determines.

#### **Chairman of Board**

125. The Directors may elect a chairman or joint chairman and one or more deputy chairmen of their meetings and determine the period for which he is or they are to hold office, (and may at any time remove him or them from office) but if no such chairman or deputy chairman is elected, or if at any meeting neither the chairman nor a deputy chairman is present at the time appointed for holding the same, the Directors present shall choose some one of their number to be chairman of such meeting. If two or more deputy chairmen are present, the senior of them shall act as chairman, seniority being determined by length of office since their last appointment or reappointment or deemed reappointment. As between two or more who have held office for an equal length of time, the deputy chairman to act as chairman shall be decided by those Directors and alternate directors (in the absence of their appointors) present. A chairman or deputy chairman may hold executive office or employment with the Company.

#### **Board may act if quorum present**

126. A duly convened meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under these Articles for the time being vested in or exercisable by the Directors generally.

#### **Resolution in writing**

127. A resolution in writing agreed by all the Directors or members of a committee of the Board as the case may be for the time being entitled to receive notice of a meeting of the Directors or of a committee of the Board (not being less than the number of Directors required to form a quorum of the Board) shall be as effective for all purposes as a resolution of those Directors or that committee passed at a meeting duly convened and held and may consist of several documents in electronic form or hard copy form or a combination of both sent to such address (if any) for the time being notified to the Company for that purpose. For this purpose

- (1) a director signifies his agreement to a proposed written resolution when the

Company receives from him a document indicating his agreement to the resolution authenticated in the manner permitted in the Acts for a document in the relevant form,

- (2) a director may send the document in hard copy form or in electronic form to such address (if any) for the time being, specified by the Company for that purpose, or in default of such specification to the Office,
- (3) if an alternate director signifies his agreement to the proposed written resolution, his appointer need not also signify his agreement,
- (4) if a director signifies his agreement to the proposed written resolution an alternate director appointed by him need not also signify his agreement in that capacity, and
- (5) a written resolution need not be signed by a Director who is prohibited by these Articles from voting on it, or by his alternate

#### **Directors may appoint committees**

- 128 The Directors may delegate any of their powers, authorities and discretions to committees consisting of such member or members of their body as they think fit and of one or more other persons not being Directors (if they think fit), but only if a majority of the members of the committee are Directors or alternate Directors. In particular the Directors may grant to any committee the power to sub-delegate, and may retain or exclude the right of the Board to exercise the delegated powers, authorities or discretions collaterally with the committee. Where the Directors resolve to delegate any of their powers, authorities and discretions to a committee and that resolution states that the committee shall consist of anyone or more unnamed Directors, it is not necessary to give notice of a meeting of that committee to Directors other than the Director or Directors who form the committee.

#### **Committees subject to control of Directors**

- 129 All committees shall in the exercise of the powers, authorities and discretions delegated to them and in the transaction of business, conform to any mode of proceedings and regulations which may be prescribed by the Directors, and subject thereto, proceedings shall be conducted in accordance with applicable provisions of the Articles regulating the proceedings of the Board. The Directors may at any time revoke the delegation or alter its terms and conditions and discharge the committee in whole or in part. Where a provision of the Articles refers to the exercise of a power, authority or discretion by the Directors and that power, authority or discretion has been delegated by the Board to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.

#### **Minutes of proceedings**

- 130 The Directors shall cause minutes to be made of the following matters, namely -

- (1) all appointments to the office of Director and of Secretary and of the salary or remuneration of such Directors and Secretary and of all appointments of committees made by the Directors,
- (2) the names of Directors present at every meeting of the Board or of committees of Directors, and of business transacted at such meetings, and
- (3) all orders, resolutions and proceedings of all meetings of the Company, of the holders of any class of shares in the Company and of the Directors and committees of Directors

Any such minute as aforesaid, if purporting to be executed by the chairman of the meeting at which the proceedings were held, or by the chairman of the next succeeding meeting shall be receivable as prima facie evidence of the matters stated in such minutes without any further proof

#### **Defective appointment of Directors not to invalidate their acts**

- 131 All acts done by a meeting of the Directors, or of a committee, or by any person acting as a Director, alternate Director, or member of a committee shall, notwithstanding that it be 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 were duly qualified and had continued to be a Director, alternate Director or member of a committee

#### **Associate Directors**

- 132 The Directors may appoint a person (not being a Director) to an office or employment having a designation or title including the word "director" or attach to an existing office or employment that designation or title and may terminate the appointment or use of that designation or title The inclusion of the word "director" in the designation or title of an office or employment does not imply that the person is, or is deemed to be, or is empowered to act as, a Director for any of the purposes of the Acts or the Articles

#### **SECRETARY**

##### **Secretary**

133

- (1) The Secretary shall be appointed by the Directors who may appoint one or more persons to be an assistant or deputy Secretary on such terms and conditions (including remuneration) as they think fit The Directors may remove a person appointed pursuant to this Article from office (without prejudice to any claim for damages for breach of contract or otherwise) and appoint another or others in his place
- (2) Any provision of the Acts or of the Articles requiring or authorising a thing to be done



by or to a Director and the Secretary is not satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary

## **PART VII.- RESERVES, DIVIDENDS AND MISCELLANEOUS RESERVES**

### **Reserves out of profits**

- 134 Subject to the Acts the Directors may before recommending any dividends whether preferential or otherwise carry to reserve out of the profits of the Company such sums as they think proper. All sums standing to reserve may be applied from time to time in the discretion of the Directors for meeting depreciation or contingencies or for special dividends or bonuses or for equalising dividends or for repairing, improving or maintaining any of the property of the Company or for such other purposes as the Directors may think conducive to the objects of the Company or any of them 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 Directors think fit. The Directors may divide the reserve into such special funds as they think fit, and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided as they think fit. Any sum which the Directors may carry to reserve out of the unrealised profits of the Company shall not be mixed with any reserve to which profits available for distribution have been carried. The Directors may also without placing the same to reserve carry forward any profits which they may think it not prudent to divide.

## **DIVIDENDS AND OTHER PAYMENTS**

### **Declarations of dividends**

- 135 Subject as hereinafter provided the Company may by ordinary resolution in general meeting declare a dividend to be paid to the members according to their respective rights and interests in the profits, but no larger dividend shall be declared than is recommended by the Directors.

### **Ordinary Share in lieu of dividend**

136

- (1) Subject to the provisions of this Article and of the Acts, the Directors may at their discretion determine at any time prior to the payment of a dividend on the fully paid Ordinary Shares (whether interim or final) that each Ordinary Shareholder shall have the right (subject as provided in Article 81) to elect to forego his right to all or part of such dividend but to receive instead an issue of Ordinary Shares credited as fully paid in accordance with the provisions of this Article.
- (2) If the Directors determine to grant such right in relation to any dividend each holder of fully paid Ordinary Shares conferring a right to share in such dividend may (subject as provided in Article 81), by notice in writing to the Company ("**Form of Election**"), given in such form and within such period as the Directors may from

time to time determine, elect to forego the dividend which otherwise would have been paid to him on such distribution on so many or all of his Ordinary Shares conferring a right to share in such distribution as he shall specify in the Form of Election and to receive in lieu a number of additional Ordinary Shares ("N") to be allotted to him credited as fully paid as provided below such number to be calculated in accordance with the following formula (but ignoring any fraction of an additional Ordinary Share)

$$N = \frac{A \times B}{C}$$

where A equals the number of Ordinary Shares in respect of which such election has been made

B equals the amount of the dividend foregone (expressed in terms of pence and fractions of a penny per share), and

C equals the average of the middle market prices of a fully paid Ordinary Share (expressed in terms of pence and fractions of a penny) as shown in the Daily Official List published by the Stock Exchange for the five business days including and immediately following the first day on which the Ordinary Shares are listed on the Stock Exchange "ex dividend" after the date of the Directors' determination to recommend or authorise the payment of the relevant dividend (or such other days as the Company may in general meeting determine)

- (3) The Directors may at their discretion determine at any time that each Ordinary Shareholder shall have the right to elect by notice in writing to the Company to receive Ordinary Shares instead of cash in respect of all future dividends not yet declared or resolved and in respect of which the Directors determine to grant Ordinary Shareholders such right to elect to receive Ordinary Shares instead of cash (and accordingly in respect of which the basis of allotment shall not have been determined) and such election by notice in writing shall constitute a Form of Election for the purposes of paragraph (2) of this Article and shall be effective in respect of all such future dividends until revoked by the relevant Ordinary Shareholder making the election
- (4) The Directors may make any provision they consider appropriate in relation to an allotment made or to be made pursuant to this Article (whether before or after the passing of the resolution under Article 136(8)), including without limitation.
  - (a) the giving of notice to holders of the right of election offered to them,
  - (b) the provision of Forms of Election (whether in respect of a particular dividend or dividends generally),
  - (c) determination of the procedure for making and revoking elections,
  - (d) the place at which, and the latest time by which, Forms of Election and other relevant documents must be lodged in order to be effective, and

- (e) the disregarding or rounding up or down or carrying forward of fractional entitlements, in whole or in part, or the accrual of the benefit of fractional entitlements to the Company (rather than to the holders concerned)
- (5) The Directors may on any occasion determine that rights of election hereunder shall be subject to such exclusions, restrictions or other arrangements as the Directors may at their discretion deem necessary or desirable to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory
- (6) Following the receipt of a Form of Election pursuant to paragraph (2) or (3) of this Article the Directors shall, on the date for payment of the relevant dividend, appropriate out of the undistributed profits or reserves of the Company (including without limitation share premium account, capital redemption reserve and profit and loss account), whether or not available for distribution, an amount equal to the aggregate nominal amount of the Ordinary Shares to be allotted credited as fully paid to those holders of Ordinary Shares who have given Forms of Election as aforesaid (the "**electing shareholders**") and shall capitalise such amount and apply the same in paying up in full at par the number of Ordinary Shares required to be allotted to the electing shareholders in the proportions provided for by this Article. The Ordinary Shares allotted to electing shareholders shall rank in full for all dividends on the Ordinary Shares declared or paid after the date of such allotment and in all other respects shall rank *pari passu* and form one uniform class with the fully paid Ordinary Shares of the Company in issue at the time of such allotment and the Directors shall have power to authorise any person on behalf of the electing shareholders to enter into an agreement with the Company providing for the allotment to them respectively of the Ordinary Shares to which they are entitled in lieu of the dividend so foregone by them respectively and any agreement made under such authority shall be effective and binding on the shareholders concerned
- (7) The Directors shall not exercise the power conferred on them by paragraph (1) of this Article unless in their opinion the Company has sufficient shares capable of issue as Ordinary Shares and sufficient undistributed profits or reserves to give effect to any elections in respect thereof which could be made under the terms of this Article
- (8) Neither a Form of Election (insofar as it relates to a dividend) nor any allotment made pursuant thereto shall be valid unless prior approval of the exercise by the Directors of the aforesaid power in relation to any such dividend has been given by an ordinary resolution passed at a general meeting of the Company
- (9) Where a resolution under Article 136(8) is to be proposed at a general meeting and the resolution relates in whole or in part to a dividend to be declared at that meeting, then the resolution declaring the dividend is deemed to take effect at the end of that meeting
- (10) A resolution under Article 136(8) may relate to a particular dividend or to all or any dividends declared or paid within or in respect of a specified period
- (11) The powers given to the Directors by this Article are additional to the provisions for

capitalisation of profits provided for by Article 147.

#### **Dividends not to bear interest**

- 137 No dividend or other moneys payable by the Company shall bear interest as against the Company

#### **Dividends: how payable**

- 138 Subject to the rights of persons, if any, entitled to shares with special rights as to dividend and subject as provided in Article 81, all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purpose 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 carries any particular rights as to dividends such share shall rank for dividend accordingly.

#### **Dividends to joint holders**

- 139 In case several persons are registered as joint holders of any share, any one of such persons may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

#### **Interim dividends**

- 140 The Directors may from time to time declare and pay an interim dividend to the members as appears to them to be justified by the profits of the Company available for distribution. If at any time the share capital is divided into different classes, the Directors may pay such interim dividends on shares which rank after shares conferring preferential rights with regard to dividend as well as on shares conferring preferential rights, unless at the time of payment any preferential dividend is in arrears. If the Board acts in good faith, no Director shall incur any liability to the holders of shares conferring preferential rights for any loss that they may suffer by the lawful payment of an interim dividend on any shares ranking after those with preferential rights.

#### **Dividends payable**

- 141 No dividend or interim dividend shall be payable except in accordance with the provisions of the Acts.

#### **Unclaimed and uncashed dividends**

##### **Unclaimed dividends**

142

- (1) All dividends, interest or other sums payable may be invested or otherwise made use

of by the Directors for the benefit of the Company until claimed. All dividends unclaimed for a period of twelve years after having been declared or becoming due for payment shall be forfeited and shall revert to the Company. The payment of any unclaimed dividend, interest or other sum payable by the Company on or in respect of any share into a separate account shall not constitute the Company a trustee thereof.

#### **Uncashed dividends**

(2) If, in respect of a dividend or other amount payable in respect of a share, on any occasion

(a) a cheque, warrant or money order is returned undelivered or left uncashed, or

(b) a transfer made by a bank or other funds transfer system is not accepted,

and reasonable enquiries have failed to establish another address or account of the person entitled to the payment, the Company is not obliged to send or transfer a dividend or other amount payable in respect of that share to that person until he notifies the Company of an address or account to be used for that purpose. If the cheque, warrant or money order is returned undelivered or left uncashed or transfer not accepted on two consecutive occasions, the Company may exercise this power without making any such enquiries.

#### **To whom dividends belong**

143 Every dividend shall belong and be paid (subject to the Company lien and to the provisions of Article 81) to those members who shall be on the register at the date fixed by the Directors for the purpose of determining the persons entitled to such dividend (whether the date of payment or some other date) notwithstanding any subsequent transfer or transmission of shares.

#### **Calls or debts may be deducted from dividends**

144 The Directors may deduct from any dividend or other moneys payable to any member 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 shares of the Company.

#### **Method of payment**

145 The Company may pay any dividend, interest or other sum payable in cash or by direct debit, bank or other funds transfer system, cheque, dividend warrant, or money order or may pay any dividend by means of a relevant system in respect of an uncertificated share if the Board decides and the person entitled to payment has in writing authorised the payment to be made by means of that system. The Company may send a cheque, warrant or money order by post (i) in the case of a sole holder, to his registered address, or (ii) in the case of joint holders, to the registered address of the person whose name stands first in the register, or (iii) in the case of a person or persons entitled by transmission to a share, as if it were a notice given in accordance with Article 160, or (iv) in any case, to a person and address that the person or

persons entitled to the payment may in writing direct Every cheque, warrant or money order is sent at the risk of the person entitled to the payment and shall be made payable to the order of the person or persons entitled The payment of the cheque, warrant or money order is a good discharge to the Company If payment is made by a bank or other funds transfer, by means of a relevant system or by another method at the direction of the holder or holders or other person or persons entitled, the Company is not responsible for amounts lost or delayed in the course of making that payment Without prejudice to Article 81, the Directors may withhold payment of a dividend (or part of a dividend) payable to a person entitled by transmission to a share until he has provided any evidence of his right that the Directors may reasonably require

#### **Payment of dividends in specie**

- 146 Any general meeting declaring a dividend may, subject to the provisions of Article 81, direct payment of such dividend wholly or in part by the distribution of specific assets and in particular of paid-up shares or debentures of any other company, and the Directors shall give effect to any such direction provided that no such distribution shall be made unless recommended by the Directors Where any difficulty arises in regard to the distribution, the Directors may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments may be made to any members upon the footing of the value so fixed, in order to adjust the rights of all parties, and may vest any such assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors

### **CAPITALISATION OF PROFITS**

#### **Capitalisation of profits, etc.**

- 147 Subject to the Acts, the Directors may, with the authority of an ordinary resolution of the Company -
- (1) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company (whether or not the same are available for distribution and including profits standing to any reserve) or any sum standing to the credit of the Company's share premium account or capital redemption reserve funds,
  - (2) appropriate the profits or sum resolved to be capitalised to the members in proportion to the nominal amount of Ordinary Shares (whether or not fully paid) held by them respectively, and apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full shares or debentures of the Company of a nominal amount equal to such profits or sum, and allot and distribute such shares or debentures credited as fully paid up, to and amongst such members, or as they may direct, in the proportion aforesaid, or partly in one way and partly in the other provided that the share premium account and the capital redemption reserve fund and any such profits which are not available for distribution may, for the purposes

of this Article, only be applied in the paying up of shares to be issued to members credited as fully paid, and provided that in the case where any sum is applied in paying amounts for the time being unpaid on any shares of the Company or in paying up in full debentures of the Company the amount of the net assets of the Company at that time is not less than the aggregate of the called up share capital of the Company and its undistributable reserves and would not be reduced below that aggregate by the payment thereof as shown in the latest audited accounts of the Company or such other accounts as may be relevant,

- (3) resolve that any shares allotted under this Article to any member in respect of a holding by him of any partly paid Ordinary Shares shall, so long as such Ordinary Shares remain partly paid, rank for dividends only to the extent that such partly paid Ordinary Shares rank for dividend,
- (4) make any arrangements they think fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular where shares or debentures become distributable in fractions, the Directors may deal with the fractions as they think fit and may make such provisions including disregarding fractions, issuing fractional certificates, or selling shares or debentures representing the fractions to a person for the best price reasonably obtainable and distributing the net proceeds of sale in due proportion amongst the members (except that if the amount due to a member is less than £3 or such other sum as the Directors may decide, the sum may be retained for the benefit of the Company) or by payment in cash or otherwise as the Directors think fit for the case of shares or debentures becoming distributable under this Article in fractions,
- (5) authorise any person to enter into on behalf of all the members concerned an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any shares or debentures to which they may be entitled upon such capitalisation (any agreement made under such authority being thereupon effective and binding on all such members), and
- (6) generally do all acts and things required to give effect to such resolution as aforesaid
- (7) for the purposes of this Article, unless the relevant resolution provides otherwise, if the Company holds treasury shares of the relevant class at the record date specified in the relevant resolution, it shall be treated as if it were entitled to receive the dividends in respect of those treasury shares which would have been payable if those treasury shares had been held by a person other than the Company

## RECORD DATES

### Record dates

- 148 Notwithstanding any other provision of these Articles but subject to the Act the Company or the Board may fix any date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time before any date on which such dividend, distribution, allotment or issue is paid or made and on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared

## ACCOUNTS

### Inspection of accounts and books and Register of Members

- 149 No member shall have any right of inspecting any accounting record or other document of the Company except as conferred by statute or authorised by the Directors
- 150 [ Article deleted ]

## SEALS

### Provision for seals

- 151 The Directors may provide a common seal for the Company and shall have power from time to time to destroy the same and to substitute a new seal in lieu thereof

### Official Seal

152

- (1) The Directors may exercise the powers conferred on the Company by section 50 of the 2006 Act with regard to having an official seal solely for sealing documents creating or evidencing securities of the Company Any such documents to which such official seal is affixed need not be signed by any person
- (2) A document signed, with the authority of a resolution by the Board, by a Director in the presence of a witness, by a Director and the Secretary or by two Directors and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal

### Safe custody and affixation

- 153 The Directors shall provide for the safe custody of every seal of the Company. The common seal shall never be affixed to any document except by the authority of a resolution of the Directors which authority may be of a general nature and need not apply only to specific documents or transactions The common seal may be properly affixed to any document by impressing it by mechanical means or by printing it or a facsimile of it on such documents, or by applying it or a facsimile of it by any other



means to such document. Any certificate for shares, stock or debenture or loan stock (except where the trust deed constituting any debenture stock or loans stock provides to the contrary) or representing any other form of security of the Company to which an official seal of the Company is required to be affixed need not be signed by any person or, if signed, a signature (including a facsimile signature) may be applied by mechanical or other means or may be printed by any means approved by the Directors

## **BILLS, NOTES, CHEQUES AND RECEIPTS**

### **Signature of negotiable instruments**

- 154 The Directors may draw, make, accept, or endorse, or authorise any other person or persons to draw, make, accept, or endorse any cheques, bills of exchange, promissory notes or other negotiable instruments, provided that every cheque, bill of exchange, promissory note or other negotiable instrument drawn, made or accepted shall be executed by such persons or person as the Directors may appoint for the purpose

## **COMMUNICATIONS**

### **Service of notice on members**

155

#### **(1) Notice to be in writing**

A notice sent to or by any person pursuant to these Articles (other than a notice calling a meeting of the board) must be in writing

#### **(2) Methods of Company sending notice**

Subject to Article 155 (1) and unless otherwise provided by these Articles, the Company shall send or supply a document or information that is required or authorised to be sent or supplied to a member or any other person by the Company by a provision of the Acts or pursuant to these Articles or to any other rules or regulations to which the Company may be subject in such form and by such means as it may in its absolute discretion determine provided that the provisions of the 2006 Act which apply to sending or supplying a document or information required or authorised to be sent or supplied by the Acts shall, the necessary changes having been made, also apply to sending or supplying any document or information required or authorised to be sent by these Articles or any other rules or regulations to which the Company may be subject.

### **When registered address not in the United Kingdom**

- 156 A member (or, in the case of joint holders, the person first named in the register) whose registered address is not in the United Kingdom and who sends to the Company an address in the United Kingdom at which a document or information may be sent to him, shall be entitled to have documents or information sent to him at that address (provided that, in the case of a document or information sent by

electronic means including without limitation any notification required by the Acts that a document or information is available on a website, the Company so agrees, which agreement the Company shall be entitled to withhold in its absolute discretion including, without limitation, in circumstances in which the Company considers that the sending of the document or information to such address using electronic means would or might infringe the laws of any other jurisdiction) but otherwise no such member shall be entitled to receive any document or information from the Company and, without prejudice to the generality of the foregoing, any notice of a general meeting of the Company which is in fact sent or purports to be sent to such member shall be ignored for the purposes of determining the validity of the proceedings at such general meeting

#### **Evidence of service**

157

- (1) A document or information addressed to a member at his registered address or address for service in the United Kingdom shall, if served by post be deemed to have been received at the latest within twenty-four hours if prepaid as first class and within forty-eight hours if prepaid as second class, after the same shall have been posted, and in proving such service it shall be sufficient to prove that the document or information was properly addressed and duly posted
- (2) A document or information not sent by post but left at a registered address or address for service in the United Kingdom is deemed to be received on the day it is left
- (3) A document or information sent or supplied by the Company to a member in electronic form shall be deemed to have been received by the member twenty-four hours after it was sent or supplied to the member. Such document or information shall be deemed to have been received by that the member at that time notwithstanding that the Company becomes aware that the member has failed to receive the relevant document or information for any reason and notwithstanding that the Company subsequently sends a hard copy of such document or information by post to the member
- (4) A document or information sent or supplied by the Company to a member by means of a website shall be deemed to be received by the member (i) when the document or information was first made available on the website, or (ii) if later when the member is deemed by this Article 157 to have received notice of the fact that the document or information was available on the website. Such a document or information shall be deemed to be received by the member on that day notwithstanding that the Company becomes aware that a member has failed to receive the relevant document or information for any reason and notwithstanding that the Company subsequently sends a hard copy of such document or information by post to the member
- (5) A member present in person or by proxy at a general meeting or a meeting of the holders of a class of shares is deemed to have received due notice of the meeting and, where required, of the purposes for which it was called

- (6) Proof that a document or information sent or supplied by electronic means was properly addressed shall be sufficient to prove that the document or information was sent or supplied.
- (7) For the purposes of calculating the time when any notice, document or information sent or supplied by the Company is deemed to have been received by the intended recipient for the purposes of these Articles (regardless of whether the period is expressed in hours or days) full account shall be taken of any day, and any part of a day, that is not a working day

#### **Notice by advertisement**

157A

- (1) If by reason of the suspension or curtailment of postal services in the United Kingdom or otherwise the Company is unable to give notice by post in hard copy form of a general meeting then such notice shall be deemed to have been given to all members entitled to receive such notice in hard copy form if it is advertised in at least two leading daily newspapers widely circulated in the country in which the Office is located. Such notice shall be deemed to have been duly served on all members entitled to receive notice of such general meeting at noon on the day on which the first of such advertisement appears. In any such case the Company shall
  - (a) make such notice available on an appropriate website of the Company from the date of such advertisement until the conclusion of the meeting, and
  - (b) send confirmatory copies of the notice to those members by post in hard copy form if, at least seven days before the meeting, the posting of notices to addresses throughout the United Kingdom again becomes practicable
- (2) Any notice (other than a notice of general meeting) 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 if given by advertisement in at least one leading daily newspaper widely circulated in the country in which the Office is located. Any notice given by advertisement in accordance with this Article shall be deemed to have been served at noon on the day on which the advertisement first appears

#### **Notice to joint holders**

- 158 All documents and information sent to the members shall with respect to any share to which persons are jointly entitled, be sent to whichever of such persons is named first in the Register, and all documents and information so sent shall be deemed for all purposes to be sent to all the holders of such share

#### **Terms and conditions for electronic communications**

- 159 The Board may from time to time issue, endorse or adopt terms and conditions relating to the use to electronic means for the sending of notices, other documents and proxy appointments by the Company to members or persons entitled by transmission

and by members or persons entitled by transmission to the Company

#### **Notice in case of entitlement by transfer or transmission**

160

(1) **Transfer**

A person who becomes entitled to a share by transmission, transfer or otherwise is bound by a notice in respect of that share (other than a notice served by the Company under section 793 of the 2006 Act) which, before his name is entered in the register, has been properly served on a person from whom he derives his title

(2) **Transmission**

Service of a notice at the registered address or the address for service in the United Kingdom of any person whose name remains registered as the holder or joint holder of any share, shall notwithstanding the death or bankruptcy of such person and whether or not the Company has notice of his decease or bankruptcy be deemed to be sufficient notice to his executors or administrators, and to the survivor or survivors of the joint holders, and to all other persons entitled to such share

#### **Methods of member etc. sending notice**

161 Unless otherwise provided by these Articles, a member or a person entitled by transmission to a share shall send a document or information pursuant to these Articles to the Company in such form and by such means as he may in his absolute discretion determine provided that

- (1) the determined form and means are permitted by the Acts for the purpose of sending or supplying a document or information of that type to a company pursuant to a provision of the Acts, and
- (2) unless the board otherwise permits, any applicable condition or limitation specified in the Acts, including without limitation as to the address to which the documentation or information may be sent is satisfied

Unless otherwise provided by these Articles or required by the board, such document or information shall be authenticated in the manner specified by the Acts for authentication of a document or information sent in the relevant form

#### **UNTRACED SHAREHOLDERS**

##### **Untraced shareholders**

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

- (1) for a period of twelve years no cheque or warrant sent by the Company through the post in a pre-paid letter addressed to the member or to the person entitled by transmission to the share or stock at his address on the register or other the last known address given by the member or the person entitled by transmission to which cheques and warrants are to be sent has been cashed and no communication has been received by the Company from the member or the person entitled by transmission provided that in any such period of twelve years at least three dividends have become payable on the relevant shares whether interim or final and no such dividend has been claimed and no cash dividend payable on the shares has been satisfied by the transfer of funds to a bank account of the member or person entitled by transmission to the share or by transfer of funds by means of a relevant system, and
- (2) the Company has at the expiration of the said period of twelve years by advertisement in a national newspaper and in one which circulates in the area in which the address referred to in paragraph (1) of this Article is located given notice of its intention to sell such shares or stock, and
- (3) the Company has not, so far as the Board is aware, during the further period of three months after the date of the advertisements and prior to the exercise of the power of sale received any communication from the member or person entitled by transmission, and
- (4) the Company has first given notice in writing to the Stock Exchange of its intention to sell such shares or stock

If during the periods referred to in Articles 162(1) and (2) above any additional shares have been allotted or issued in right of those held at the beginning of, or previously so allotted or issued during, those periods and all the requirements of paragraphs (1) - (4) have been satisfied in respect of those additional shares, the Company is entitled to sell those additional shares. To give effect to any such sale the Board may appoint any person to transfer such share or stock and such transfer shall be as effective as if it had been executed or effected by the registered holder of or person entitled by the transmission to such share or stock. The Company shall account to the member or other person entitled to such share or stock for the net proceeds of such sale by carrying all moneys in respect thereof to a separate account which shall be a permanent debt of the Company and the Company shall be deemed to be a debtor and not a trustee in respect thereof for such member or other person. Moneys carried to such separate account may either be employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company if any) as the Directors may from time to time think fit. No interest is payable on those amounts and the Company is not required to account for money earned on them.

## DESTRUCTION OF DOCUMENTS

### **Destruction of documents**

163 Provided that it complies with the uncertificated securities rules in relation to shares held in uncertificated form, the Company may destroy -

- (1) any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation,
- (2) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date such mandate variation cancellation or notification was recorded by the Company,
- (3) any instrument of transfer of shares (including a document constituting the renunciation of an allotment of shares) which has been registered at any time after the expiry of six years from the date of registration, and
- (4) any other document on the basis of which any entry in the register is made at any time after the expiry of six years from the date an entry in the register was first made in respect of it,

and it shall conclusively be presumed in favour of the Company that every share certificate so destroyed was a valid certificate duly and properly sealed and validly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company provided always that -

- (a) the foregoing provisions of this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim,
- (b) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of this Article are not fulfilled; and
- (c) references in this Article to the destruction of any document include references to its disposal in any manner

## DIVISION OF ASSETS IN SPECIE

### **Division in specie**

164 The liquidator on any winding-up of the Company (whether voluntary or under supervision or compulsory) may, on obtaining any sanction required by law, divide among the members in kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind, or shall consist of

properties of different kinds, and for such purpose may set such value as he deems fair upon anyone or more class or classes of property, and may determine how such division shall be carried out as between members or classes of members but so that if any such division shall be otherwise than in accordance with the existing rights of the members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution passed in accordance with section 110 of the Insolvency Act 1986

## PROVISION FOR EMPLOYEES

### **Provision for employees on cessation or transfer of business**

- 165 The Company shall exercise the power conferred upon it by section 247(1) of the 2006 Act only with the prior sanction of a special resolution. If at any time the capital of the Company is divided into different classes of shares, the exercise of such power as aforesaid shall be deemed to be a variation of the rights attached to each class of shares and shall accordingly require the prior consent in writing of the holders of three-fourths in nominal value of the issued shares of each class or the prior sanction of a special resolution passed at a separate meeting of the holders of the shares of each class convened and held in accordance with the provisions of Article 8

## INDEMNITY AND INSURANCE

### **Indemnity and insurance**

166

Subject to the Acts, the Company may

- (i) indemnify any Director or any director of any associated company against any liability pursuant to any qualifying third party indemnity provision or any qualifying pension scheme indemnity provision, or on any other basis as is then lawful, in each case on such terms as the Board may decide, and
- (ii) purchase and maintain for any Director or any director of any associated company insurance against any liability

In this article "**qualifying third party indemnity provision**", "**qualifying pension scheme provision**" and "**associated company**" have meanings that they have in Part 10 of the 2006 Act

## GENERAL

### **Authentication of documents**

- 167 A Director or the Secretary or another person appointed by the Board for the purpose may authenticate documents affecting the constitution of the Company (including the Articles) and resolutions passed by the Company or holders of a class of shares or the Board or a committee of the Board and books, records, documents and accounts relating to the business of the Company, and to certify copies or extracts as true

## CONTENTS

CLAUSE	PAGE
PART I - PRELIMINARY ..	1
Interpretation . . . . .	1
Regulations not to apply . . . . .	3
PART II - LIMITED LIABILITY . . . . .	3
PART III - NAME . . . . .	3
PART IV - SHARE CAPITAL . . . . .	3
Application of profits ..	3
Preference dividends . . . . .	3
Return of capital . . . . .	4
Modification of rights . . . . .	4
Allotment of shares . . . . .	5
Shares may be issued subject to different conditions as to calls	5
Instalments on shares to be duly paid	5
Liability of joint holders of shares . . . . .	5
Payment of commission and brokerages . . . . .	5
Trusts not recognised . . . . .	5
Uncertificated shares . . . . .	6
Certificates . . . . .	6
Members right to certificates . . . . .	7
As to issue of a new certificate in place of one defaced, lost or destroyed . . . . .	7
To which of the joint holders certificates to be issued	7
Calls . . . . .	7
May be payable by instalments, etc . . . . .	8
When call deemed to have been made	8
Instalments to be treated as calls . . . . .	8
When interest on calls or instalment payable . . . . .	8
Payment of calls in advance . . . . .	8
Sums due on allotment or issue to be treated as calls . . . . .	9
If call or instalments not paid notice may be given	9
Form of notice . . . . .	9
If notice not complied with shares may be forfeited . . . . .	9
Forfeited shares to become the property of Company . . . . .	9
Power to annul forfeiture . . . . .	10
Arrears to be paid notwithstanding forfeiture . . . . .	10
Company's lien on shares . . . . .	10
As to enforcing lien by sale . . . . .	10
Application of proceeds of sale . . . . .	11
Validity of sale after forfeiture or for enforcing lien . . . . .	11
Form of transfer . . . . .	11
Restraint on transfer . . . . .	12
Registration of transfer . . . . .	12



Fees on registration	12
Location of instruments of transfer	12
Representatives of interest of deceased Members	13
Evidence in case of death or bankruptcy	13
Rights as to dividends and voting	13
Sub-division of shares and treatment of new shares	14
Fractions	14
Redeemable shares	15
<b>PART V - GENERAL MEETINGS</b>	15
General Meetings	15
Proxies	15
Omission to send notice	15
Business of Annual General Meeting	16
Quorum	16
Quorum to be present	16
Proceeding if quorum not present	16
Chairman	16
Power to adjourn and postpone	17
When notice of adjourned meeting to be given	17
How questions to be decided at meetings	17
Who may demand a poll	17
Poll demanded by proxy	18
How poll to be taken	18
In what cases poll taken without adjournment	18
Business may proceed notwithstanding demand of a poll	18
Accommodation of members at meeting	18
Security	19
Votes of Preference Shareholders	19
Votes of members	19
Joint owners	20
When members not to vote	20
Voting by proxy	20
Receipt of proxies	20
As to validity of proxy	22
When votes by proxy valid though authority revoked	22
Corporate representatives	22
Objections to and error in voting	23
Amendments to resolutions	23
Failure to disclose interests in shares	23
<b>PART VI - DIRECTORS AND OTHER OFFICERS</b>	25
<b>DIRECTORS</b>	25
Number of Directors	25
Remuneration of Directors	26
Qualification	26
Travelling and hotel expenses and special remuneration	26
Directors entitled to attend at General Meetings and separate General Meetings	26
Directors to have power to fill casual vacancies	26
Appointment and revocation	27

Responsibility and remuneration of alternate	27
Appointment	28
Executive Directors to retire by rotation	28
Remuneration	28
Powers	29
Directors to have entire superintendence and control of business of the Company	29
Power to award pensions and other benefits	29
Directors interests	29
Exercise of voting powers	33
Directors may join Boards of other companies	34
Overseas Branch Register	34
Local management	34
Local Board	34
Powers of attorney	34
Sub-delegation	35
Power to raise money	35
Mode of borrowing	37
Security for payment of moneys borrowed or raised	38
Security for payment of moneys	38
Office of Director to be vacated	38
Resignation	38
Ceasing to be a Director	38
Bankruptcy	38
Mental Disorder	39
Failure to attend meetings	39
No qualification	39
Removal	39
Rotation and retirement of Directors	39
Meeting to fill up vacancies	40
Retiring Director to remain in office until successor appointed	40
Appointment of Directors to be voted upon individually	40
Notice to propose new Directors	41
Power to General Meeting to increase or reduce the number of Directors	41
Power to remove Director by Ordinary Resolution	41
Power to appoint Director in place of one removed	41
Meetings of Directors	42
Notice of Board meetings	42
Chairman of Board	42
Board may act if quorum present	42
Resolution in writing	42
Directors may appoint committees	43
Committees subject to control of Directors	43
Minutes of proceedings	43
Defective appointment of Directors not to invalidate their acts	44
Associate Directors	44

Secretary	44
<b>PART VII - RESERVES, DIVIDENDS AND MISCELLANEOUS</b>	
RESERVES	45
Reserves out of profits	45
Declarations of dividends	45
Ordinary Share in lieu of dividend	45
Dividends not to bear interest	48
Dividends how payable	48
Dividends to joint holders	48
Interim dividends	48
Dividends payable	48
Unclaimed and uncashed dividends	48
Uncashed dividends	49
To whom dividends belong	49
Calls or debts may be deducted from dividends	49
Method of payment	49
Payment of dividends in specie	50
Capitalisation of profits, etc	50
Record dates	52
Inspection of accounts and books and Register of Members	52
Provision for seals	52
Official Seal	52
Safe custody and affixation	52
Signature of negotiable instruments	53
Service of notice on members	53
When registered address not in the United Kingdom	53
Evidence of service	54
Notice by advertisement	55
Notice to joint holders	55
Terms and conditions for electronic communications	55
Notice in case of entitlement by transfer or transmission	56
Methods of member etc sending notice	56
Untraced shareholders	56
Destruction of documents	58
Division in specie	58
Provision for employees on cessation or transfer of business	59
Indemnity and insurance	59
Authentication of documents	59