

DATED 5 OCTOBER 2020

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
CUTLERS HOLDINGS LIMITED
(CRN:00396956)**

MONDAY



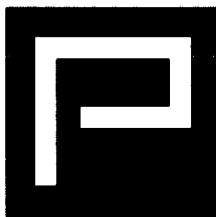
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COMPANIES HOUSE



**PENNINGTONS
MANCHES
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ARTICLES OF ASSOCIATION

TABLE A

1. The Regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company, except so far as the same are repeated or contained in these Articles.

INTERPRETATION

2. In these Articles the following words and expressions shall (except where the context otherwise requires) have the meanings specified:

1985 Act means the Companies Act 1985 as amended;

2006 Act means the Companies Act 2006 including any modification or re-enactment of it for the time being in force;

The Act means the Companies Act 1948;

Arrears means in relation to any Preference Share, all accruals, deficiencies and arrears of any dividend payable in respect of such Preference Share, whether or not earned or declared and irrespective of whether or not the Company has had, at any time, sufficient distributable profits to pay such dividend, together with all interest and other amounts payable thereon;

These Articles means these Articles of Association and the regulations of the Company for the time being in force;

Directors or Board means the Directors or a quorum of such Directors assembled as a meeting of Directors duly convened or (unless the context otherwise requires or is inconsistent therewith) any committee authorised by the Board to act on its behalf;

Dividend includes bonus;

Electronic means has the meaning given to it by section 1168 of the 2006 Act;

Month means calendar month;

The Office means the registered office of the Company;

Paid Up includes credited as paid up;

Preference Dividend means the fixed dividend payable on the Preference Shares in accordance with article 5A;

Preference Share means a redeemable preference share of £1.00 in the capital of the Company having the rights and being subject to the restrictions set out in these Articles;

Qualifying Person has the meaning given in section 318(3) of the 2006 Act;

Redemption Date means a date on which a Preference Share is due for redemption in accordance with article 5C;

Regulations means the Uncertificated Securities Regulations 1995 (SI 1995 No 95/3272) including any modification thereof or any regulations in substitution thereof made under Section 207 of the Companies Act 1985 for the time being in force;

The Seal means the Common Seal of the Company;

The Subscription Price means in relation to any share, the amount paid up or credited as paid up on such share including the full amount of any premium at which such share was issued Words importing the singular number only shall include the plural number, and vice versa;

The Statutes means the Act, the 1985 Act and the 2006 Act and every other Act for the time being in force concerning joint stock companies and affecting the Company;

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

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

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

Words importing persons shall include corporations; and

Subject as aforesaid, any words or expressions defined in the Statutes shall bear the same meaning in these Articles.

BUSINESS

3. Subject as aforesaid, any branch or kind of business may be undertaken by the Directors at such time or times as they shall think fit, and further, may be suffered by them to be in abeyance, whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence to proceed with such branch or kind of business.
4. The office shall be at such place as the Director shall from time to time appoint.

PREFERENCE SHARES

5A

- (A) The Company shall, in priority to the payment of any dividend to all other Members, pay to the holders of the Preference Shares a fixed preferential dividend at the rate of 6% per annum on the Subscription Price for such Preference Shares.
- (B) The Preference Dividend:
 - (i) shall accrue on a daily basis from and including the date of issue of the Preference Shares down to and including the relevant date of payment and/or Redemption Date (as the case may be);
 - (ii) will be paid in cash;

- (iii) is payable entirely at the discretion of the Board of Directors of the Company and in such amounts and on such dates as the Board may determine; and
- (iv) shall be distributed amongst the holders of the Preference Shares pro rata according to the number of Preference Shares held by each of them respectively.

RETURN OF CAPITAL

5B

- (A) On a return of capital, whether on liquidation, capital reduction or otherwise (but excluding a purchase of own shares or redemption of shares made in accordance with the provisions of these Articles), any surplus assets of the Company remaining after the payment of its liabilities shall be applied in the following order of priority:

Order	Class of Share	Amount
1	Preference Shares	The Subscription Price together with all Arrears in respect of the Preference Shares
2	Ordinary Shares	The balance (if any) of any surplus assets

- (B) Where the surplus assets available for distribution to any particular class of share in accordance with article 5B(A) is less than the total amount specified to be distributed to that class in that article, the available assets shall be distributed amongst the holders of Shares of that class pro rata according to the number of Shares of the relevant class held by each of them respectively.

REDEMPTION OF PREFERENCE SHARES

5C

- (A) The Preference Shares shall be redeemed in such numbers and at such times as may be determined at the sole discretion of the Board.
- (B) Notwithstanding article 5C(A), the Company shall redeem all the Preference Shares then in issue immediately prior to, and conditionally upon, the appointment of a liquidator over the Company.
- (C) If on any Redemption Date the Company is only able to lawfully redeem out of its distributable profits only some of the Preference Shares which would otherwise fall to be redeemed on that date, the Company shall redeem the number of Preference Shares that it can lawfully redeem at that time. As soon thereafter as it is lawfully able to do so, the Company shall redeem all the remaining Preference Shares which would otherwise have fallen to be redeemed and 'Redemption Date' shall be construed accordingly.

(D) The Company shall pay on each Preference Share redeemed an amount equal to the Subscription Price of such Preference Share together with any Arrears calculated down to and including the Redemption Date.

(E) On each Redemption Date:

- (i) the amount due to each holder of Preference Shares shall (to the extent that it does not already constitute the same) become a debt due and payable by the Company with effect from the relevant Redemption Date or, if such debt cannot lawfully arise on that date, as soon thereafter as such debt can lawfully arise;
- (ii) each registered holder of Preference Shares to be redeemed shall deliver to the Company at its registered office the share certificate(s) for such Preference Shares (or an indemnity therefor in a form reasonably acceptable to the Directors);
- (iii) upon receipt of the relevant share certificate (or indemnity as aforesaid) the Company shall pay to each registered holder of Preference Shares to be redeemed (or, in the case of joint holders, to the holder whose name stands first in the register of members in respect of such Preference Shares) the amount due to him in respect of such redemption in accordance with article 5C(D) and the receipt of such member shall constitute an absolute discharge to the Company in respect thereof;
- (iv) the Company shall issue a new share certificate in respect of any unredeemed Preference Shares comprised in the certificate delivered to it; and
- (v) a redemption of some but not all of the Preference Shares shall be made amongst the holders of the Preference Shares pro rata to the number of Preference Shares held by each of them respectively (as nearly as may be without involving fractions and the allocation of any fractional entitlements which would otherwise arise shall be dealt with by the Board in such manner as it sees fit).

6. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, referred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary Resolution determine.

7.

- (a) Subject to the provisions of Section 58 of the Act, any preference shares may, with the sanction of any ordinary Resolution, be issued on the terms that they are, or at the option of the Company are liable, to be redeemed on such terms and in such manner as the Company before the issue of the shares may by special Resolution determine; and
- (b) Subject to the provisions of the 1985 Act the Company may purchase its own shares (including any redeemable shares) provided that the Company shall

not purchase its own shares if at the time of such purchase there are outstanding any convertible shares of the Company which remain capable of being converted, unless such purchase has been sanctioned by an extraordinary Resolution passed at a separate meeting of the holders of each class of such convertible shares and in accordance with article 55.

8. The Company may exercise the powers of paying commissions conferred by Section 53 of the Act provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of ten per cent of the price at which the shares in respect whereof the same is paid are issued or an amount equal to ten per cent of such price (as the case may be) Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other The Company may also on any issue of shares pay such brokerage as may be lawful.
9. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable for a lengthened period, the Company may pay interest on so much of such share capital as is for the time being paid up for the period and subject to the conditions and restrictions mentioned in Section 63 of the Act, and may charge the same to capital as part of the cost of the construction of the works, buildings or plant.
10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other means in respect of any share except an absolute right to the entirety in the registered holder.
11. The unissued shares shall be at the disposal of the Directors, and they may allot, grant options over, or otherwise deal with the shares or any of them to such persons at such times and generally on such terms and conditions as they think proper, but so that no shares shall be issued at a discount, except in accordance with Section 57 of the Act.
12. If two or more persons are registered as joint holders of any shares, any one of such persons may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share.
- 13A Every person whose holding or any part thereof is in certificated form shall be entitled without payment to receive within two months after allotment or lodgement of transfer (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for one or more of his shares upon payment of one pound for every certificate after the first or such less sum as the Directors shall from time to time determine Such certificate shall specify the number and class of shares to which it relates and the amount or respective amounts paid up on it Provided that in respect of a share or shares held jointly by several

persons the Company shall not be bound to issue more than one certificate, and delivery of such a certificate for a share to one or several joint holders shall be sufficient delivery to all such holders and provided that where a member has transferred part of the shares comprised in his holding he shall be entitled to a certificate for the balance without charge.

- 13B A certificate may be issued under the Seal (by affixing the Seal to, or printing the Seal or a representation of it on, the certificate), or signed by at least two Directors or by at least one Director and the company secretary in accordance with article 125 and such form of execution shall have the effect described in article 125(B) The Board may by resolution decide, either generally or in any particular case or cases, that any signatures on any share certificates need not be autographic but may be applied to the certificates by some mechanical or other means or may be printed on them.
14. If any such certificate shall be worn out, defaced, destroyed or lost, it may on request be renewed without charge (other than payment of exceptional out of pocket expenses) on such evidence being produced as the Directors shall require, and in the case of wearing out or defacement on delivery up of the old certificate, and in the case of destruction or loss on execution of such indemnity (if any) being given as the Directors may require.
15. No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a member, until he shall have paid all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any).
- 15A
- (A) The Company may issue shares which may be held, evidenced and transferred through a relevant system in uncertificated form, and where any share is held in uncertificated form, the Company shall not issue and no person shall be entitled to receive a certificate in respect of such share at any time and for so long as the title to the share is evidenced otherwise than by a certificate and transfers may be made otherwise than by a written instrument by virtue of the Regulations Title to shares in issue at the date of adoption of these Articles may be transferred and evidenced by a relevant system The Board shall have power to implement any arrangements as they may, in their absolute discretion, think fit in relation to the evidencing and transfer of shares held in uncertificated form (subject always to the Regulations and the facilities and requirements of the relevant system concerned).
- (B) Conversion of shares held in certificated form into shares held in uncertificated form, and vice versa, may be made in such a manner as the Board may, in its absolute discretion, think fit (subject always to the Regulations and the facilities and requirements of the relevant system concerned).
- (C) The Company shall enter on the Register of Members how many shares are held by each member in uncertificated form and shall maintain the Register in each case as is required by the Regulations and the relevant system concerned.

- (D) Notwithstanding any provision of these Articles, a class of share shall not be treated as two classes by virtue only of that class comprising both certificated shares and uncertificated shares or as a result of any provision of these Articles or the Regulations which apply only in respect of certificated or uncertificated shares.
- (E) The provisions of articles 13 and 14 shall not apply to uncertificated shares.
16. The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make a loan for any purpose whatsoever on the security of its shares or those of its holding company, but nothing in this regulation shall prohibit transactions mentioned in the proviso to Section 45(1) of the Act.

LIEN ON SHARES

17. The Company shall have a first and paramount lien and charge on all the shares not fully paid up registered in the name of a member (whether solely or jointly with others) for all moneys due to the Company from him or his estate, either alone or jointly with any other person, whether a member or not, and whether such moneys are presently payable or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon.
18. For the purpose of enforcing such lien the Directors may sell all or any of the shares subject thereto in such manner as they think fit, but no sale shall be made until such time as the moneys are presently payable, and until a notice in writing stating the amount due and demanding payment and giving notice of intention to sell in default shall have been served in such manner as the Directors shall think fit on such member of the person (if any) entitled by transmission to the shares, and default in payment shall have been made by him or them for fourteen days after such notice.
19. The net proceeds of any such sale shall be applied in or towards satisfaction of the amount due, and the residue (if any) shall be paid to the member or the person (if any) entitled by transmission to the shares, provided always that the Company shall be entitled to a lien upon such residue in respect of any moneys due to the Company but not presently payable like to that which it had upon the shares immediately before the sale thereof.
20. Upon any such sale as aforesaid, the Directors may authorise some person to transfer the shares sold to the purchaser and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the regularity or validity of, or be affected by any irregularity or invalidity in the proceedings or be bound to see to the application of the purchase money, and after his name has been entered in the register the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

CALLS ON SHARES

21. The Directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call, and each member shall (subject to receiving at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Directors may determine.
22. A call should be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.
23. The joint holders of a share shall be jointly and severally liable to pay all costs in respect thereof.
24. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding five per cent, per annum as the Directors may determine, but the Directors shall be at liberty to waive payment of such interest wholly or in part.
25. Any sum which by the terms of issue of a share becomes payable on allotment 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 those regulations be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these regulations 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.
26. The Directors may on the issue of shares differentiate between the holders as to the amount of calls to be paid and the times of payment.
27. The Directors may, if they think fit, receive from any shareholder willing to advance the same all or any part of the moneys due upon his shares beyond the sums actually called up thereon, and upon all or any of the moneys so advanced the Directors may (until the same would but for such advance become presently payable) pay or allow such interest (not exceeding, without the consent of a general meeting, five per cent, per annum) as may be agreed upon between them, and such shareholder in addition to the dividend payable upon such part of the share in respect of which such advance had been made as is actually called up No sum paid in advance of calls shall entitle the holder of a share in respect thereof to any portion of a dividend subsequently declared in respect of any period prior to the date upon which sum would, but for such payment, become presently payable.

TRANSFER OF SHARES

28. Subject to such of the restrictions of these regulations as may be applicable, any member may transfer all or any of his shares (i) in the case of certificated shares, by instrument in writing in any usual or common form, or in such other form as the Board shall from time to time approve, and (ii) in the case of uncertificated shares, in accordance with and subject to the Regulations and the facilities and requirements of the relevant scheme concerned.
29. The instrument of transfer of any certificated share shall be executed by or on behalf of the transferor and (except in the case of a fully paid share) by or on behalf of the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
30. The Directors may in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, not being a fully paid share provided that such action does not prevent dealings in the shares from taking place on an open and proper basis.
31. The Directors may also decline to recognise any instrument of transfer unless:
 - (A) the instrument of transfer of a certificated share is accompanied by the certificate of shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; or
 - (B) the instrument of transfer of a certificated share is in respect of only one class of share.
32. If the Directors refuse to register a transfer, they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.
33. The registration of transfers may be suspended and the Register of Members closed during such times (if any) and for such period as the Directors may from time to time determine, provided always that the register shall not be closed for more than thirty days in any year.
34. No fee shall be charged:
 - 34(i) for registration of a transfer; or
 - 34(ii) on the registration of any probate, letters of administration, certificate of death or marriage, power of attorney, notice in lieu of distringas, or other instrument.

TRANSMISSION OF SHARES

35. In case of the death of a member of the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing herein contained shall

release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

36. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the Directors shall in either case have the same right to decline or suspend registration as they would have had in the case of a transfer of the shares by that member before his death or bankruptcy, as the case may be. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him, stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice of transfer were a transfer signed by that member.
37. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days the Directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

38. If a member fails to pay the whole or any part of any call on or before the day appointed for the payment thereof, the Directors may at any time thereafter during such time as the call, or any part thereof remains unpaid, serve a notice on him requiring him to pay such call or such part thereof as remains unpaid, together with any accrued interest and any expenses incurred by the Company by reason of such non-payment.
39. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.
40. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made be forfeited by a resolution of the Directors to that effect.

41. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
42. Notwithstanding any such forfeiture as aforesaid, the Directors may at any time, before the forfeited share has been otherwise disposed of, permit the share so forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon any further or other terms they may think fit.
43. Every share which shall be forfeited shall thereupon become the property of the Company, and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit, and whether with or without all or any part of the amount previously paid on the share being credited as paid The Directors may, if necessary, authorise some person to transfer a forfeited share to any such other person as aforesaid.
44. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.
45. The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the shareholder whose share is forfeited and the Company, except only such of those rights and liabilities as are by these Articles of Association expressly saved, or as are by the Statutes given or imposed in the case of past members.
46. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
47. The provisions of these Articles of Association as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

CONVERSION OF SHARES INTO STOCK

48. The Company may by Ordinary Resolution convert all or any of its paid up shares into stock, and may in like manner reconvert any such stock into paid up shares of any denomination.
49. The holders of stock may transfer the same, or any part thereof, in the same manner, and subject to the same regulations, as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit, and the Directors may from time to time fix the minimum amount of stock transferable, but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
50. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at the meetings of the Company and other matters as if they held the shares from which the stock arose, but no such privilege or advantage (except participating in the dividends and profits of the Company and in the assets on winding-up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
51. Such of the Articles of the Company as are applicable to paid up shares shall apply to stock, and the words 'share' and 'shareholder' therein shall include 'stock' and 'stockholder'.

ALTERATION OF CAPITAL

52. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into shares of such amount, as the Resolution shall prescribe.
53. The Company may by Ordinary Resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (b) subdivide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of Section 61(1)(d) of the Act; and
 - (c) cancel and shares which, as the date of the passing of The resolution have not been taken or agreed to be taken by any person.
54. The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorised, and consent, required by law.

MODIFICATION OF RIGHTS OF SHARES

55. Subject to the provisions of Section 72 of the Act, all or any of the special rights or restrictions attached to any class of shares in the capital of the Company for the time being may, at any time, as well before or during liquidation, be affected, altered, modified, abandoned or dealt with, either with the consent in writing of the holders

of not less than three-fourths of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class, and all the provisions contained in these Articles relating to General Meetings shall mutates mutandis apply to every such meeting, but so that the quorum thereof shall not be less than two persons personally present and holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class, present in person or by proxy, may demand a poll and that each holder of shares of the class present in person or by proxy shall, on a poll, be entitled to one vote for each share of the class of which he is the holder, and if at any adjournment meeting of such holders such quorum as aforesaid is not present, any two holders of shares of the class who are personally present shall be a quorum The Directors shall comply with the provisions of Section 143 of the Act as to forwarding a copy of such consent or resolution to the Registrar of Companies.

GENERAL MEETINGS

- 56. If the Directors are required by the Shareholders under section 303 of the Act to call a general meeting, the Directors must convene the meeting for a date not later than 21 days after the date on which the Directors became subject to the requirement under section 303 of the 2006 Act.
- 57. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 58. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, save as herein otherwise provided, two members present in person shall be a quorum.
- 59. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 60. If any two or more Shareholders (or Qualifying Persons representing two or more Shareholders) attend the meeting in different locations, the meeting will be treated as being held at the location specified in the notice of the meeting, except that if no one is present at that location so specified, the meeting will be deemed to take place where the largest number of Qualifying Persons is assembled or, if no such group can be identified, at the location of the Chairman.
- 61. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company, or if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the Directors present shall elect one of their number to Chairman of the Meeting.

62. If at any meeting no Director is willing to act as Chairman or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman of the meeting.
63. The Chairman may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but 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 a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
64. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chairman;
 - (b) by at least two members present in person or by proxy;
 - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the 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. The demand for a poll may be withdrawn.
65. Except as provided in article 67, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
66. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
67. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

68. The Ordinary Shares will confer on each holder of Ordinary Shares the right to receive notice of and to attend, speak and vote at all general meetings of the Company and to receive and vote on proposed written resolutions of the Company.
69. The Preference Shares will not entitle the holders of them to receive notice of, to attend, to speak or to vote at any general meeting of the Company nor to receive or vote on, or otherwise constitute an eligible member for the purposes of, proposed written resolutions of the Company.
70. Whenever the share capital of the Company is divided into different classes of Shares, the special rights attached to any such class may only be varied or abrogated (either whilst the Company is a going concern or during or in contemplation of a winding up) with the consent in writing of the shareholders of at least 75% in nominal value of the issued Shares of that class.
71. Subject to any special rights, restrictions or prohibitions as regards voting for the time being attached to any class of shares in the capital of the Company, on a show of hands every member present in person and entitled to vote shall have one vote only, and in case of a poll every member present or by proxy entitled to vote shall (subject as hereinafter provided) have one vote for every share held by him.
72. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
73. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by the Court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
- 74.
- (A) No member shall be entitled to vote at any General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- (B) If any member, or any other person appearing to be interested in any shares in the Company held by that member, has been duly served with a notice under Section 212 of the 1985 Act (a **Section 212 Notice**) and is in default for the prescribed period in supplying to the Company the information thereby required, then at any time thereafter the Board may at its absolute discretion by notice to such member (a **direction notice**) direct:
- (i) that in respect of the shares in relation to which the default occurred (**default shares**), which expression shall include any further shares issued after the date of the Section 212 Notice in respect of the first-mentioned shares) such member shall not be entitled to vote at any general meeting either personally or by proxy or at any separate meeting of the holders of any class of shares

or to exercise any other rights conferred by membership in relation to any such meeting; and/or

- (ii) if the default shares represent, at the date of the direction notice, 0.25 per cent or more of the issued shares of the relevant class of shares in the Company that:
 - (a) any dividend (or part thereof) or other monies which would otherwise be payable on such shares shall be retained by the Company until such time as the direction ceases to have effect (without any liability on the part of the Company to pay interest thereon) and that prior to such time the acceptance of an offer made by the Company under article 141 in respect of any such dividend shall be of no effect; and/or
 - (b) no transfer, other than an approved transfer, of any of the default shares shall be registered.
- (C) The Company shall send a copy of the direction notice to each other person appearing to be interested in the relevant default shares the address of whom has been notified to the Company, but failure or omission by the Company to do so shall not invalidate such notice.
- (D) Any direction notice shall have effect in relation to default shares in accordance with its terms but shall cease to have effect:
 - (i) on the expiry of five business days after the Company has received in writing all information required in respect of those default shares by every Section 212 Notice served on the holder thereof and each other person appearing to be interested in such shares;
 - (ii) if such shares are transferred by means of an approved transfer; or
 - (iii) if and to the extent that the Board so determines.
- (E) Where any person appearing to be interested in any shares has been served with a Section 212 Notice and such shares are held by a recognised depository, the provisions of this Article shall be deemed to apply only to those shares held by the recognised depository in which such person appears to be interested and references to default shares shall be construed accordingly.
- (F) Where the member on whom a Section 212 Notice has been served is a recognised depository, the obligations of the recognised depository acting in its capacity as such shall be limited to disclosing to the Company such information relating to any person appearing to be interested in the shares held by it as has been recorded by the recognised depository pursuant to the arrangements entered into by the Company or approved by the Board pursuant to which it was appointed as a recognised depository.
- (G) For the purposes of this Article:

- (i) a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under Section 212 of the 1985 Act which names such person as being so interested or if the Company (after taking into account the said notification and any other notification under the 1985 Act or any relevant information otherwise available to the Company) knows or has reasonable cause to believe that the person in question is, or may be, interested in the shares, and references in this Article to persons interested in shares and to interests in shares shall be construed in accordance with Sections 212(5) of the 1985 Act;
- (ii) the prescribed period in respect of any shares is 28 days from the date of service of the Section 212 Notice in respect thereof, except where the shares to which such notice relates represent, at the date of the notice, 0.25 per cent or more of the issued shares of the relevant class of shares in the Company, in which case such period shall be 14 days;
- (iii) a transfer is an approved transfer if (but only if):
 - (a) the transfer results from a sale made through a recognised investment exchange (as defined by the Financial Services Act 1986) or any stock exchange outside the United Kingdom on which the Company's shares (or rights in respect of those shares) are normally traded; or
 - (b) it is a transfer of shares to an offer or by way of acceptance of or in pursuance of a takeover offer (within the meaning of Section 428 of the 1985 Act) for the Company; or
 - (c) the Board is satisfied that the transfer is made pursuant to a sale to a party who, in the opinion of the Board, is not connected with the holder thereof or with any other person appearing to be interested in such shares prior to such transfer (being a party which itself is not the holder of any shares in the Company in respect of which a direction notice is then in force or a person appearing to be interested in any such shares) and the Board does not have reasonable grounds to believe that the transferor or any other person appearing to be interested in such first-mentioned shares will following such transfer have any interest in such shares;
- (iv) a recognised depositary is a custodian or other person appointed under arrangements entered into with the Company or otherwise approved by the Board whereby such custodian or other person holds or is interested, directly or indirectly through a nominee, in shares of the Company or rights or interests in respect thereof and issues securities or other documents of title, or maintains accounts, evidencing or recording the entitlement of the holders thereof, or account holders, to or to receive such shares, rights or interests, provided and to the extent that such arrangements have been approved by the Board for the purposes of this Article and shall include, where so approved by the Board, the trustees (acting in their capacity as such) of any employees' share scheme established by the Company; and

- (v) a reference to a person being in default in supplying to the Company the information required by a Section 212 Notice includes a reference to his having failed or refused to give all or any part of it and also includes a reference to his having given information which he knows to be false in a material respect or having recklessly given information which is false in a material respect.
- (H) None of the provisions contained in this Article shall in any way limit or restrict the rights of the Company under Sections 212 and 216 of the 1985 Act or any order made by the court under Section 216 of the 1985 Act nor shall any sanction imposed by the Board pursuant to this Article cease to have effect, otherwise than as provided in this Article, unless it is so ordered by the court.
75. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
76. On a poll votes may be given either personally or by proxy.
77. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised A proxy need not be a member of the Company.
78. The instrument appointing a proxy, and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or in case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
79. Any instrument appointing a proxy shall be in the following form, with such variations as circumstances may require or the statutes permit or as may be approved by the Directors:

"CUTLERS HOLDINGS LIMITED

I/We

of

a member/members of Cutlers Holdings Limited hereby appoint

of

or failing him,

as my/our proxy to vote for me/us and on my/our behalf at the (Statutory, Annual, Extraordinary, or Adjourned, as the case may be) General Meeting of the Company, to be held on the day of 20

and at every adjournment thereof

Signed this day of 20 ”.

80. Where it is desired to afford members an opportunity to vote for or against a resolution the instrument appointing a proxy shall be in the following form with such variations as circumstances may require or the statutes permit or as may be approved by the Directors:

" CUTLERS HOLDINGS LIMITED

I/We

Of

in the County of being a member/members of Cutlers Holdings Limited

hereby appoint

of

or failing him,

of

as my/our proxy to vote for me/us and on my/our behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Company, to be held on the day of 20 and at any adjournment thereof

Signed this day of 20 “

This form is to be used "in favour of / against resolution.*

Unless otherwise instructed, the proxy will vote as he thinks fit.

**Strike out whichever it not desired".*

81. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
82. A vote given in accordance with the terms of any instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

83. Any corporation which is a member of the Company may by resolution of its Directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

DIRECTORS

84. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than twelve.
85. No Director shall be disqualified by reason of having attained the age of seventy or any other age and no special notice of a Director's age is required to be given Section 185 of the Act shall not apply to this Company.
86. Unless and until otherwise determined by the Company in General Meeting the remuneration of the Directors shall be at the rate of £100 per annum each The Company may also in General Meeting vote extra remuneration to the Directors The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of Directors or any Committee of the Directors or General Meetings of the Company or in connection with the business of the Company.
87. The Directors may grant special remuneration to any member of the Board who, being called upon, shall be willing to render any special or extra services to the Company or to go or reside abroad in connection with the conduct of any of the affairs of the Company Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by a lump sum or by way of salary or by a percentage of profits or by any or all of those modes.
88. The shareholding qualification for a Director may be fixed by the Company in general meeting and unless and until so fixed no qualification shall be required.
89. A Director of the Company may be or become or continue to be a Director, Managing Director, Manager or other officer or member of any other Company in which the Company may be interested and (unless otherwise agreed) no such Director shall be accountable for any remuneration or other benefits received by him as a Director, Managing Director, Manager or other officer or member of such other Company The Directors may exercise the voting powers conferred by the shares in such other Company held or owned by the Company or exercisable by them as Directors of such other Company as they see fit notwithstanding their actual or potential personal interest.
90. Deleted.

POWERS AND DUTIES OF DIRECTORS

91. The business of the Company shall be managed by the Directors, and may exercise all such powers of the Company as are not, by the Act or by these regulations, required to be exercised by the Company in General Meeting, subject, nevertheless, to any of these regulations, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by (he Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
92. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purpose and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Directors under these Articles and for such periods and subject to such conditions as they may think fit, and any such powers of attorney may contain such provision for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.
93. The Company may exercise the powers conferred by Section 35 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.
94. The Company may exercise the powers conferred upon the Company by Sections 119 to 123 (both inclusive) of the Act with regard to the keeping of a Dominion Register, and the Directors may (subject to the provisions of these sections) make and vary such regulations as they may think fit respecting the keeping of any such register.

95.

DIRECTORS' PERMITTED INTERESTS AND VOTING

- 95(1) Subject to compliance with article 97, a Director, despite his office:
- (a) may enter into or otherwise be interested in any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - (b) (except that of auditor or auditor of a subsidiary of the Company) may hold any other office or place of profit under the Company in conjunction with the office of director and may act by himself or through his firm in a professional capacity to the Company and he or his firm 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 any transaction or arrangement with, or otherwise interested in, any company promoted by the Company or in which the Company is otherwise (directly or

indirectly) interested or as regards which the Company has any powers of appointment; and

- (d) shall not be liable to account to the Company for any profit, remuneration or other benefit realised by any such office, employment, transaction or arrangement and no such transaction or arrangement shall be avoided on the grounds of any such interest or benefit.

95(2) Save as provided in this article 95, a Director shall not vote on, or be counted in the quorum in relation to, any resolution of the directors concerning any contract, transaction or arrangement or any other proposal, in which he is interested.

95(3) Subject to the provisions of the Statutes, a Director shall (in the absence of some other interest than as set out below) be entitled to vote, and be counted in the quorum, in respect of any resolution concerning any contract, transaction or arrangement, or any other proposal:

- (a) in which he has an interest of which he is not aware;
- (b) in which he has an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (c) in which he has an interest only by virtue of interests in shares, debentures or other securities of the Company, or by reason of any other interest in or through the Company;
- (d) which involves the giving of any guarantee, security or indemnity in respect of:
 - (i) 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; or
 - (ii) a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part, either alone or jointly with others, under a guarantee or indemnity or by the giving of security;
- (e) concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings in which offer he is or may be entitled to participate as a holder of securities, or concerning any contract by a Director to subscribe for or underwrite shares or debentures of the Company;
- (f) concerning any contract or arrangement with any other company in which he is interested only as an officer of the Company or as holder of shares or other securities;
- (g) relating to an arrangement for the benefit of the employees or former employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees or former employees to whom such arrangement relates; or

- (h) concerning:
 - (i) insurance which the Company proposes to maintain or purchase for the benefit of directors or for the benefit of persons including Directors;
 - (ii) indemnities in favour of Directors; or
 - (iii) the funding of expenditure by one or more Directors on defending proceedings against such Director or them or doing anything to enable such Director or directors to avoid incurring such expenditure.
- 95(4) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment or its termination) of two or more Directors to offices or places of profit with the Company or any company in which the Company is interested, such proposals may be divided and a separate resolution considered in relation to each director. In such case, each of the directors concerned (if not otherwise debarred from voting under this article 95) shall be entitled to vote (and be counted in the quorum) in respect of each resolution, except that concerning his own appointment.
- 95(5) If any question arises at any meeting as to whether any interest of a Director prevents him from voting or being counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the chairman of the meeting. The chairman of the meeting's ruling in relation to the director concerned (other than himself) shall be final and conclusive (except where it subsequently becomes apparent that the nature or extent of the interests of the Director concerned have not been fairly disclosed).
- 95(6) If any question arises at any meeting as to whether any interest of the chairman of the meeting prevents him from voting or being counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the Directors or committee members present at the meeting (excluding the chairman). The majority vote of the Directors or committee members shall be final and conclusive (except where it subsequently becomes apparent that the nature or extent of the interests of the chairman of the meeting have not been fairly disclosed).
- 95(7) Subject to the provisions of the Statutes, the Company may by ordinary resolution suspend or relax the provisions of this article 95, either generally or in respect of any particular matter, or ratify any transaction not duly authorised by reason of a contravention of this article 95.
- 95(8) For the purposes of this article 95:
 - (a) in relation to an alternate, an interest of his appointor shall be treated as an interest of the alternate, in addition to any interest which the alternate otherwise has; and
 - (b) without prejudice to article 95(8)(a), the provisions of this article 95 shall apply to an alternate director as if he were a Director otherwise appointed.

AUTHORISATION OF DIRECTORS' CONFLICTS OF INTEREST

96(1) For the purposes of this article 96 and article 97:

Relevant Situation means a situation or matter in which a Director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it) but excludes:

- (a) any situation or matter which cannot reasonably be regarded as likely to give rise to a conflict of interest; and
- (b) any conflict of interest arising in relation to a transaction or arrangement with the Company; and

Interested Director means, in relation to any Relevant Situation, any Director interested in that Relevant Situation, and any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

96(2) The Directors shall have the power to authorise any Relevant Situation on such terms as they determine Such authorisation shall be effective only if:

- (a) any requirement as to the quorum at the meeting of the Directors at which the Relevant Situation is considered is met without counting the Interested Director(s); and
- (b) any resolution authorising the Relevant Situation was agreed to without the Interested Director(s) voting or would have been agreed to if the votes of the Interested Director(s) had not been counted.

96(3) Any terms determined by the Directors under article 96(2) may be imposed at the time of authorisation or may be imposed or varied subsequently and may include (without limitation):

- (a) whether the Interested Director(s) may vote (or be counted in the quorum at a meeting) in relation to any resolution relating to the Relevant Situation;
- (b) the exclusion of the Interested Director(s) from all information and discussion by the Company of the Relevant Situation; and
- (c) (without prejudice to the general obligations of confidentiality) the application to the Interested Director(s) of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the Relevant Situation.

96(4) An Interested Director must act in accordance with any terms determined by the Directors under article 96(2).

96(5) Except as specified in article 96(2), any proposal made to the Directors and any authorisation by the Directors in relation to a Relevant Situation shall be dealt with

in the same way as any other matter may be proposed to and resolved upon by the Directors in accordance with the provisions of these Articles.

- 96(6) Any authorisation of a Relevant Situation given by the Directors under article 96(2) may provide that, where the Interested Director obtains (other than through his position as a Director) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence.
- 96(7) A Director shall not, by reason of his holding office as a Director (or of the fiduciary relationship established by holding that office), be liable to account to the Company for any remuneration, profit or other benefit resulting from any Relevant Situation authorised under article 96(2) and no contract shall be liable to be avoided on the grounds of any Director having any type of interest authorised under article 96(2), nor shall the receipt of any such remuneration, profit or other benefit constitute a breach of his duty under section 176 of the 2006 Act.

97.

PROVISIONS APPLICABLE TO DECLARATIONS OF INTEREST

- 97(1) An Interested Director shall declare the nature and extent of his interest in a Relevant Situation to the other Directors.
- 97(2) A Director who is in any way (directly or indirectly) interested in any proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other Directors.
- 97(3) A Director who is in any way (directly or indirectly) interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other Directors unless the interest has been declared under article 97(2).
- 97(4) The declaration of interest must (in the case of article 97(3)) and may, but need not (in the case of article 97(1) or 97(2)) be made:
- (a) at a meeting of the Directors; or
 - (b) by notice to the Directors in accordance with section 184 or section 185 of the 2006 Act.
- 97(5) If a declaration of interest proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 97(6) Any declaration of interest required by article 97(1) must be made as soon as is reasonably practicable.
- 97(7) Any declaration of interest required by article 97(2) must be made before the Company enters into the transaction or arrangement.
- 97(8) Any declaration of interest required by article 97(3) must be made as soon as is reasonably practicable. Failure to comply with this requirement does not affect the underlying duty to make the declaration.

- 97(9) A declaration in relation to an interest of which the Director is not aware is not required. For this purpose, a Director is treated as being aware of matters of which he ought reasonably to be aware.
- 97(10) A Director need not declare an interest:
- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - (b) if, or to the extent that, the other Directors are already aware of it (and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware); or
 - (c) if, or to the extent that, it concerns terms of his service contract that have been or are to be considered by a meeting of the Directors or by a committee of the Directors appointed for the purpose under the Articles.
98. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.
99. The Directors shall cause minutes to be made in books provided for the purpose:
- (a) of all appointments of offices made by the Directors;
 - (b) of the name of the Directors present at each meeting of the Directors and of any committee of the Directors; and
 - (c) of all resolutions and proceedings at all meetings of the Company and of Directors and of the committees of Directors, and every Director present at any meeting of Directors or committee of Directors shall sign his name in a book to be kept for that purpose.
100. The Directors shall have power to grant pensions, allowances, gratuities and bonuses to any Director who has held any other salaried office or place of profit with the Company or to any officer or ex-officer, employee or ex-employee of the Company or its predecessors in business or the dependants or connections of such persons and may make contributions to any fund and pay premiums for the purchase or provision of any such pensions, allowances, gratuities and bonuses. The Directors may also give security charged on the undertaking or property of the Company to any Director incurring personal liability on behalf of the Company.

DISQUALIFICATION OF DIRECTORS

101. The office of a Director shall be vacated if the Director:
- (a) ceases to be a Director by virtue of Section 182 of the Act;
 - (b) become bankrupt or makes any arrangement or composition with his creditors generally;
 - (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act;

- (d) becomes of unsound mind;
- (e) resigns his office by notice in writing to the Company; or
- (f) is convicted of an indictable offence and sentenced to a term of imprisonment.

ROTATION OF DIRECTORS

- 102. In every calendar year one-third of the Directors for the time being (other than the Managing Director for the time being of the Company) or, if the number of the Directors is not three or a multiple of three, then the number nearest one-third shall retire from office.
- 103. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The Managing Directors of the Company shall not be taken into account in determining the rotation of retirement of Directors A retiring Director shall be eligible for re-election.
- 104. The Company at the meeting at which the Director retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
- 105. No person other than a Director retiring at the meeting shall, unless recommended by the Directors, be eligible for election to the office of Director at any General Meeting unless not less than three nor more than 21 days before the date appointed for the meeting there shall have been left at the registered office of the Company notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.
- 106. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation the increased or reduced number is to go out of office.
- 107. The Directors shall have power at any time and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles Any Director so appointed shall hold office only until the next following General Meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
- 108. The Company may by Ordinary Resolution, of which special notice has been given in accordance with Section 142 of the Act, remove any Director before the expiration of his period of office, notwithstanding anything in these Articles or in any agreement between the Company and such Director Such removal shall be without prejudice

to any claim such Director may have for damages for breach of any contract of service between him and the Company.

109. The Company may by Ordinary Resolution appoint another person in place of a Director removed from office under the immediately preceding regulation, and, without prejudice to the powers of the Directors under article 107, the Company in General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director. A person appointed in place of a Director so removed or to fill such vacancy shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director.

PROCEEDINGS OF DIRECTORS

110. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
111. The quorum necessary for the transaction of the business of the Directors shall be fixed by the Directors, and unless so fixed, shall be two.
112. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the regulations of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company but for no other purpose.
113. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office, but, if no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.
114. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit, any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Directors.
115. A committee may elect a Chairman of its meetings, if no such Chairman is elected, or if at any meetings the Chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.
116. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

117. All acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
118. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

MANAGING DIRECTOR

119. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but his appointment shall be automatically determined if he ceases from any cause to be a Director.
120. The remuneration of a Managing Director shall from time to time be fixed by the Directors and may be by way of salary or commission or of participation in profits or of all or any of these modes and it may be made a term of his appointment that he be paid a pension or gratuity on retirement from his office.
121. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

SECRETARY

122. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them.
123. No person shall be appointed or hold office as Secretary who is:
- (a) the sole Director of the Company;
 - (b) a corporation, the sole Director of which is the sole Director of the Company; and
 - (c) the sole Director of a corporation which is the sole Director of the Company.
124. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

THE SEAL

- 125.

- (A) Subject to paragraph (b) of this Article the Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors on their behalf, and every instrument to which the seal shall be affixed shall (subject to the provisions of articles 13 hereof) be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.
- (B) Subject to the Statutes, the Company may dispense with the need for the Seal, either generally or in respect of particular classes of documents, at the Board's discretion, and, whether it does or does not dispense with the Seal, a document signed by a Director and the Secretary or by any two Directors and expressed in whatever form of words) to be executed by the Company shall have the same effect as if executed under the Seal, and a document so executed by the Company which makes it clear on its face that it is intended to be a deed shall have effect upon delivery as a deed.

DIVIDENDS AND RESERVES

126. The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
127. The Directors may from time to time pay to the members such interim dividends as appears to the Directors to be justified by the profits of the Company.
128. No dividend shall be paid otherwise than out of profits.
129. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which at the discretion of the Directors may be applicable for any purpose to which profits of the Company may be properly applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Directors may from time to time think fit The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
130. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Articles as paid on the share All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly.
131. Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the Directors shall give effect to such resolution, and, where any difficulty arises in regard to such distribution, the

Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall 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 specific assets in trustees as may seem expedient to the Directors.

132. The Directors may deduct from any dividend or other moneys payable in respect of any shares held by a member, either alone or jointly with any other member, all such sums of money Of any) as may be due and payable by him either alone or jointly with any other person to the Company on account of calls or otherwise.
133. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and such address as the holder or joint holders may in writing direct Every such cheque or warrant shall be made payable to the order of the person to whom it is sent Any one, two or more joint holders may give effectual receipts for any dividends, bonuses or other moneys payable in respect of the shares held by them as joint holders.
134. No dividend shall bear interest against the Company.
135. The payment by the Directors of any unclaimed dividend or other moneys payable on or in respect of the share into a separate account shall not constitute the Company a trustee in respect thereof and any dividends unclaimed after a period of twelve years after the date of declaration of such dividend shall be forfeited and shall revert to the Company.

ACCOUNTS

136. The Directors shall cause proper books of accounts to be kept with respect to:
 - (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Company; and
 - (c) the assets and liabilities of the Company Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the estate of the Company's affairs and to explain its transactions.
137. The books of account shall be kept at the registered office of the Company, or, subject to Section 147(3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
138. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of

inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting nor shall any such member be entitled to require or receive any information concerning the business trading or customers of the Company, or any trade secret or secret process used by the Company.

139. The Directors shall from time to time, in accordance with Sections 148, 150 and 157 of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (of any) and reports as are referred to in those sections.
140. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditors' report shall, not less than 21 days before the date of the meeting, be sent to every member of and every holder of debentures of, the Company, to the legal personal representatives of every deceased holder, the trustees in bankruptcy of every bankrupt holder and to every person registered under article 36. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures or to more than, one of such legal personal representatives or trustees in bankruptcy aforesaid and such one shall be selected by the Company and three copies of each such document shall at the same time be forwarded to the Secretary of the Manchester Stock Exchange.

CAPITALISATION OF RESERVES

141. The Company in General Meeting may, upon the recommendation of the Directors, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or the credit of the Profit and Loss Account or otherwise available for distribution, and accordingly that such sum be set free for distribution:
- (a) prior to 1 January 1968 rateably among the holders of Ordinary Shares and of Deferred Ordinary Shares according to the amounts paid up on the shares held by them respectively; and
 - (b) thereafter among such of the shareholders as would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or in paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution.
142. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with

full power to the Directors to make such provisions by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profit resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

AUDIT

143. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act.

NOTICES

144.

- 144(1) A notice may be given by the Company to any member either:

- (a) personally;
- (b) by sending it by post to him or to his registered address, or (if he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company for the giving of notice to him;
- (c) by sending or supplying it by electronic means to an address notified by the member to the Company for that purpose;
- (d) by making it available on a website and notifying the member of its availability in accordance with this article; or
- (e) by any other means authorised in writing by the relevant member.

- 142(2) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

- 142(3) Where a notice is sent by using electronic means, service of the notice shall be deemed to have been effected on the day on which it was sent, except in the case of notice of a meeting when service of the notice shall be deemed to have been effected at the expiration of 24 hours after it was sent.

- 142(4) Where a notice is sent or supplied to a member by publishing such notice, document or other information on a website, service of such notice shall be deemed to have been effected on the day on which the notice, document or other information was first made available on the website or, if later, when the recipient received (or is

deemed to have received) notification of the fact that the notice, document or other information was available on the website in accordance with the provision of this article.

145. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share.
146. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address, if any, within the United Kingdom supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.
147. Notice of every General Meeting shall be given in any manner here before authorised to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them;
 - (b) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
 - (c) the Auditor for the time being of the Company No other person shall be entitled to receive notices of General Meetings.

WINDING UP

148. If the Company shall be wound up the Liquidator may, with the sanction of an Extraordinary Resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members The Liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the Liquidator, with the like sanction shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

149. Every Director, Managing Director, Agent, Auditor, Secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings arising out of or in the course of his employment with the Company, whether civil or criminal,

in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Act in which relief is granted to him by the Court.