

Company Number: 00793577

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

PENTLAND GROUP LIMITED

Incorporated on 27 February 1964
Adopted under the Companies Act 2006
by Special Resolution dated
30 September 2021

TUESDAY



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COMPANIES HOUSE

PART ONE: PRELIMINARY AND LIMITATION OF LIABILITY

1. ARTICLES NOT TO APPLY

The relevant model articles (within the meaning of section 20(2) Companies Act 2006 as amended, modified or re-enacted from time to time) nor the regulations contained in Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended, modified or re-enacted) shall apply as the regulations of the Company.

2. DEFINED TERMS AND INTERPRETATION

In the articles, unless there be something in the subject or context inconsistent therewith the following expressions shall have the following meanings ascribed to them:

"A Capital Value"	in the event of a Winding Up, the amount deriving from the Non-Trading Business to be distributed in the Winding Up to the members in respect of their holding of the A Shares;
"A Share"	an A share of £0.10 in the capital of the Company;
"articles"	means the company's articles of association;
"B Capital Value"	in the event of a Winding Up, the amount deriving from the Trading Business to be distributed in the Winding Up to the members in respect of their holding of of the B Shares;
"B Share"	a B share of £0.10 in the capital of the Company;
"Board"	the board of directors of the Company from time to time;
"bankruptcy"	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
"chairman"	has the meaning given in article 13;
"chairman of the meeting"	has the meaning given in article 55;
"clear days"	means, in relation to a period of notice, that period

excluding the day on which the notice is given or is deemed to be given and the day for which it is given or on which it is to take effect;

"Companies Acts"

means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;

"Companies Act 2006"

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

"director"

means a director of the company, and includes any person occupying the position of director, either as an alternate director or by whatever name called;

"distribution recipient"

has the meaning given in article 47;

"document"

includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form"

has the meaning given in section 1168 of the Companies Act 2006;

"fully paid"

in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

"Group"

means the company, any holding company of the company, any subsidiary or subsidiary undertaking of the company or such holding company

"hard copy form"

has the meaning given in section 1168 of the Companies Act 2006;

"holder"

in relation to shares means the person whose name is entered in the register of members as the holder of the shares;

"instrument"

means a document in hard copy form;

"Listing"	the successful application and admission of all or any of the shares in the capital of the Company, or securities representing such shares (including American depositary receipts, American depositary shares and/or other instruments to the Official List of the UK Listing Authority or on the AIM market operated by the London Stock Exchange plc, or the Nasdaq National Stock Market of the Nasdaq Stock Market Inc., or to any recognised investment exchange (as defined in section 285 of the Financial Services and Markets Act 2000 (as amended));
"Non-Trading Business"	all parts of the business and assets of the Company (including any profits and losses) other than the Trading Business;
"Non-Trading resolution"	a resolution of the members relating directly or indirectly to the Non-Trading Business;
"Office"	means the registered office of the company
"ordinary resolution"	has the meaning given in section 282 of the Companies Act 2006;
"ordinary shareholder"	means a person who is the holder of any ordinary share, A Share or B Share;
"paid"	means paid or credited as paid;
"participate"	in relation to a directors' meeting, has the meaning given in article 11;
"proxy notice"	has the meaning given in article 61;
"the Seal"	means the common seal of the Company and includes any official seal kept by the Company by virtue of section 49 and 50 of the Companies Act 2006;

"shareholder"	means a person who is the holder of a share whether it be an ordinary share A Share or B Share;
"shares"	means shares in the company, whether they are ordinary shares, A Shares or B Shares;
"special resolution"	has the meaning given in section 283 of the Companies Act 2006;
"subsidiary"	has the meaning given in section 1159 of the Companies Act 2006;
"Trading Business"	all parts of the business and assets of the Company (including any profits and losses) comprising of or connected with, or deriving from the Trading Companies;
"Trading Companies"	means the shares held by the Company in each of the entities listed at Appendix I of these articles;
"transmittee"	means a person entitled to a share by reason of the death or bankruptcy of a shareholder or otherwise by operation of law;
"Valuers"	the auditors of the Company from time to time unless the Company has no auditors or the auditors give notice to the Company that they are unable or unwilling to take an instruction to report on the matter in question or the terms on which the auditors are prepared to act are not acceptable to the Company (acting reasonably), in which event the Valuers will be a firm of chartered accountants appointed by the board;
"Winding Up"	the passing of any resolution for the winding up of the Company, or any other return of capital (on liquidation, capital reduction or otherwise); and
"writing"	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

2.1 In these Articles:

- 2.1.1 words importing the singular number only include the plural number and vice versa;
- 2.1.2 words importing the masculine, feminine or neuter gender include all other genders;
- 2.1.3 words importing persons include partnerships, firms, trusts and corporations;
- 2.1.4 words and expressions defined in the Companies Act 2006 shall, unless the context otherwise requires, have the same meaning as these articles.
- 2.1.5 where for any purpose an ordinary resolution of the company is required, a special resolution shall also be effective; and
- 2.1.6 the headings are for convenience only and shall not affect the construction of these articles.

3. LIABILITY OF MEMBERS

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

PART TWO: DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. DIRECTORS' GENERAL AUTHORITY

- 4.1 Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company including (i) the power to dispose of all or part of the undertaking of the company and (ii) all powers of the company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the company or any third party..
- 4.2 The powers of this article shall not be limited by any special power given to the directors by any other article.

5. SHAREHOLDERS' RESERVE POWER

- 5.1 The ordinary shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6. DIRECTORS MAY DELEGATE

- 6.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:

- 6.1.1 to such person or committee;
- 6.1.2 by such means (including by power of attorney);
- 6.1.3 to such an extent;
- 6.1.4 in relation to such matters or territories; and
- 6.1.5 on such terms and conditions, and either collaterally with or to the exclusion of their own powers:

as they think fit.

- 6.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 6.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

7. COMMITTEES

- 7.1 Subject to any such conditions made in accordance with article 6.1, Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors. Any such conditions may provide for or authorise the co-option to the committee or sub-committee of persons other than directors and may provide for members who are not directors to have voting rights as members of the committee or sub-committee.
- 7.2 The directors may make rules of procedure for all or any committees, which prevail over rules

derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

8. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 8.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 9.

9. UNANIMOUS DECISIONS

- 9.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 9.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing including contained in electronic communication.
- 9.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 9.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.
- 9.5 A director, or any other person, who is an alternate director may execute a directors' written resolution (in addition to signing it in his capacity as a director, if relevant) on behalf of each of his appointers who:
- 9.5.1 have not executed or are not to execute the directors' written resolution; and
 - 9.5.2 are eligible directors in relation to the directors' written resolution,
- provided that (a) the alternate director is himself an eligible director in relation to the directors' written resolutions and (b) those persons actually executing the directors' written resolution would have formed a quorum at a directors' meeting had the resolution been proposed at such a meeting.

10. CALLING A DIRECTORS' MEETING

- 10.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 10.2 Unless the circumstances require a board meeting to be convened sooner, 24 hours' notice of

a board meeting shall be given. Notice does not need to be in writing. Notice of a board meeting is deemed to be duly given to a director if it is given to him personally or by word of mouth or sent to him in writing at his last-known address or another address given by him to the company for that purpose, including an electronic address. Notice of any directors' meeting must indicate:

10.2.1 its proposed date and time;

10.2.2 where it is to take place; and

10.2.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

10.3 Subject to article 10.4, notice of a directors' meeting must be given to each director. A director who participates in a meeting shall be deemed to have received proper notice of the meeting.

10.4 Notice of a directors' meeting need not be given to, directors who waive their entitlement to notice of that meeting, either prospectively or retrospectively. Where such waiver is given retrospectively it does not affect the validity of the meeting, or of any business conducted at it.

11. PARTICIPATION IN DIRECTORS' MEETING

11.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

11.1.1 the meeting has been called and takes place in accordance with the articles, and

11.1.2 they can each communicate to the others, whether through the medium of conference telephone or similar form of communication equipment, any information or opinions they have on any particular item of the business of the meeting.

11.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

11.3 If all the directors participating in a meeting are not in the same place, the meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

12. QUORUM

12.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 12.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- 12.3 The continuing directors or director may act notwithstanding a vacancy in their body, but if the number of directors is less than the minimum number of directors fixed by or in accordance with these articles, the continuing directors or director may act for the purpose only
- 12.3.1 to appoint further directors, or
- 12.3.2 to call a general meeting so as to enable the ordinary shareholders to appoint further directors.
- 12.4 A person who is an alternate director but not a director may be counted as participating for the purposes of determining whether a quorum is participating in any decision at a directors' meeting, provided that his appointer (or one of his appointers):
- 12.4.1 is not participating in the decision at the directors' meeting; and
- 12.4.2 would have been an eligible director in relation to the decision if he had been participating in it.
- but this does not apply if, in accordance with the articles, an alternate director is not himself an eligible director in relation to the decision.
- 12.5 No alternate, whether a director or any other person, may be counted as more than one director for the purposes of determining whether a quorum is participating in any decisions at a directors' meeting.
- 12.6 A duly convened meeting of the board at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the board.

13. CHAIRING OF DIRECTORS' MEETINGS

- 13.1 The directors may appoint a director to chair their meetings at which he is present and one or more deputy chairman or chairmen and decide the period for which he is or they are to hold that role (and may at any time remove him or them from office).
- 13.2 If no chairman or deputy chairman is elected, or if at a meeting the chairman or deputy chairman is not participating in a directors' meeting within 5 minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
- 13.3 If two or more deputy chairmen are present, the senior of them shall act as chairman, seniority being determined by length of office. As between two or more who have held office for an equal length of time, the deputy chairman to act as chairman shall be decided by those

directors and alternate directors (in the absence of their appointers) present. A chairman or deputy chairman may hold executive office or employment with the Company.

14. VOTING AT DIRECTORS' MEETINGS

14.1 A decision is taken at a directors' meeting by a majority of the votes of the eligible directors participating in the decision at the meeting.

14.2 Subject to the articles, each director participating in a decision at a directors' meeting has one vote.

14.3 A director, or any other person, who is an alternate director shall have one vote (in addition to his own vote as a director, if relevant) on any decision at a directors' meeting for each of his appointers who:

14.3.1 are not participating in the decision at the directors' meeting; and

14.3.2 would have been eligible directors in relation to the decision if they had been participating in it.

but this does not apply if, in accordance with the articles, an alternate director is not himself an eligible director in relation to the decision.

14.4 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote, But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

15. PARTICIPATING AND VOTING WHEN DIRECTORS INTERESTED

15.1 A director, or any other interested director, shall not be counted as participating for quorum and voting purposes in a decision at a directors' meeting to authorise a matter for the purposes of section 175 of the Companies Act 2006 if, in accordance with section 175(6) of the Companies Act 2006, the matter is such that the authorisation would only be effective if:

15.1.1 any requirement as to the quorum at the directors' meeting at which the matter is considered is met without him counting; and

15.1.2 the matter was agreed to without him voting or would have been agreed to if his vote had not been counted.

15.2 without prejudice to the obligations of any director:

15.2.1 to disclose any interest in proposed or existing transactions or arrangements with the company in accordance with the Companies Act 2006; and

15.2.2 to disclose any interest in accordance with article 21.1

and subject always to article 15.1 and the terms on which any authorisation by the directors for the purposes of section 175 of the Companies Act 2006 has been given, a director shall be counted as participating for quorum and voting purposes in any decision at a directors' meeting that is concerned with a matter in which he has, directly or indirectly, an interest.

15.3 Subject to article 15.4, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

15.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

16. RECORDS OF DECISIONS TO BE KEPT

16.1 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous and majority decision taken by the directors.

16.2 If purporting to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting, minutes are receivable as prima facie evidence of the matters stated in them.

17. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

17.1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

18. VALIDITY OF PROCEEDINGS OF THE BOARD AND COMMITTEE

18.1 All acts done by a meeting of the directors or of a committee of the directors or by a person acting as a director shall as regards all persons dealing in good faith with the company, notwithstanding that it is afterwards discovered that there was a defect in the appointment of any director or that any of them was disqualified or had vacated office or was not entitled to vote, be as valid as if every such person had been duly approved, was qualified, had

continued to be a director and had been entitled to vote.

DIRECTORS' INTERESTS

19. TRANSACTIONS OR ARRANGEMENTS WITH THE COMPANY

- 19.1 Each director shall comply with his obligations to disclose the nature and extent of his interests in proposed and existing transactions and arrangements with the company under sections 177 and 182 of the Companies Act 2006. A director shall not be required to disclose the nature and extent of his interests in proposed transactions and arrangements with the company under this article 19.1 where the interest or potential interest has arisen by reason of that director also acting as a director of any group undertaking (as defined in section 1161(5) of the Companies Act 2006).

20. CONFLICTS OF INTEREST

- 20.1 Provided that a director has declared the nature and extent of his interest (other than a non-disclosable interest) to the other directors, he shall be authorised for the purposes of section 175 of the Companies Act 2006:

- 20.1.1 to hold office as director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly, any group undertaking of the company or any other undertaking in which the company is otherwise (directly or indirectly) interested;
- 20.1.2 to participate in any scheme, transaction or arrangement for the benefit of employees or former employees of the company or any group undertaking of the company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme);
- 20.1.3 to act as a trustee of any scheme for the benefit of employees or former employees of the company or any group undertaking of the company (including any pension, retirement, death or disability scheme or other bonus or employee benefit scheme);
- 20.1.4 to enter into, or otherwise be interested in, any transaction or arrangement in which the company is (directly or indirectly) interested (other than a transaction or arrangement with the company); and
- 20.1.5 to be a party to any transaction or arrangement which any group undertaking of the company or any other undertaking in which the company is otherwise (directly or indirectly) interested).

A "non-disclosable interest" is an interest which cannot reasonably be regarded as likely to

give rise to a conflict of interest or one that the other directors are already aware of or ought reasonably to be aware of.

20.2 The following provisions of this article apply to any authorisation of a matter by the directors for the purposes of section 175 of the Companies Act 2006:

20.2.1 an authorisation may extend to any actual or potential conflict of interest (including a conflict of interest and duty and a conflict of duties) which may reasonably be expected to arise out of the matter so authorised;

20.2.2 an authorisation shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, and may be terminated by the directors at any time; and

20.2.3 a director must comply with any obligations imposed on him by the directors pursuant to any authorisation.

20.3 If a matter, office, employment, position, transaction or arrangement or interest has been authorised either pursuant to article 20.1 or by the directors in accordance with section 175 of the Companies Act 2006 then:

20.3.1 the director shall not be required to disclose any confidential information relating to such matter, office, employment, position, transaction or arrangement or interest to the company or to use such information in relation to the company's affairs if to make such a disclosure or use would result in a breach of duty or obligation or confidence owed by him to another person in relation to or in connection with that matter, or that office, employment or position;

20.3.2 the director may absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed; and

20.3.3 the director may make such arrangements as such director thinks fit for board and committee papers of the company to be received and read by a professional adviser on behalf of that director

21. ACCOUNTING FOR PROFIT WHEN INTERESTED

21.1 Subject always to the obligation of the director to disclose his interest in proposed or existing transactions or arrangements with the company in accordance with the Companies Act 2006:

21.1.1 a director shall not be accountable to the company for any profit, remuneration or

other benefit which he (or a person connected with him as defined in section 252 of the Companies Act 2006) derives from or in connection with any interest (whether directly or indirectly) in any transaction or arrangement with the company;

21.1.2 no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest, profit, remuneration or benefit; and

21.1.3 the receipt of any such profit, remuneration or other benefit shall not constitute a breach of his duty under section 176 of the Companies Act 2006.

21.2 Subject always to the obligation of the director to disclose his interest in accordance with article 20.1 and to the terms on which any authorisation for the purposes of section 175 of the Companies Act 2006 has been given:

21.2.1 a director shall not be accountable to the company for any profit, remuneration or other benefit which he (or a person connected with him as defined in section 252 of the Companies Act 2006) derives from or in connection with anything authorised pursuant to article 20.1 or by the directors for the purposes of section 175 of the Companies Act 2006;

21.2.2 no such thing authorised shall be liable to be avoided on the grounds of any such interest, profit, remuneration or benefit; and

21.2.3 the receipt of any such profit, remuneration or other benefit shall not constitute a breach of his duty under section 176 of the Companies Act 2006.

APPOINTMENT OF DIRECTORS

22. NUMBER OF DIRECTORS

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

23. METHODS OF APPOINTING DIRECTORS

23.1 Any person who is willing to act as a director, and is permitted by law to do so, either to fill a vacancy or as an addition to the board, may be appointed to be a director:

23.1.1 by ordinary resolution, or

23.1.2 by notice in writing to the company signed by (or, in the case of a corporation, signed on its behalf by a director or by a person authorised by a decision of the directors or

other governing body) the holder or holders of a majority in nominal value of the ordinary shares (and may consist of several documents in similar form each signed by or on behalf of one or more holders) such appointment to take effect when the notice is received by the company at the Office or on such later date (if any) specified in the notice; or

23.1.3 by a decision of the directors.

but the total number of directors may not exceed any maximum number fixed in accordance with the articles.

23.2 In any case where, as a result of death, the company has no ordinary shareholders and no directors, the personal representatives of the last ordinary shareholder to have died have the right, by notice in writing, to appoint a person to be a director.

23.3 For the purposes of article 23.2, where two or more ordinary shareholders die in circumstances rendering it uncertain who was the last to die, a younger ordinary shareholder is deemed to have survived an older ordinary shareholder.

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

24. TERMINATION OF DIRECTORS' APPOINTMENT

24.1 A person ceases to be a director as soon as-

24.1.1 that person is removed as a director: -

- (a) by ordinary resolution in accordance with the Companies Act 2006; or
- (b) by notice in writing to the company signed by (or, in the case of a corporation, signed on its behalf by a director or by a person authorised by a decision of the directors or other governing body) the holder or holders of a majority in nominal value of the ordinary shares (and may consist of several documents in similar form each signed by or on behalf of one or more holders), such removal to take effect when the notice is received by the company at its Office or on such later date (if any) specified in the notice

provided that any such removal shall be without prejudice to any claim such director

may have for breach of any contract of service between him and the company, and the company may, by ordinary resolution or notice in writing appoint another person who is willing to act to be a director *in* his place. In default, a vacancy created by the removal of a director, if not filled at the meeting at which he is removed, may be filled as a casual vacancy.

- 24.1.2 that person ceases to be a director by virtue of any provision of the Companies Act 2006 (including pursuant to section 168 of the Companies Act 2006) or is prohibited from being a director by law;
- 24.1.3 a bankruptcy order is made against that person;
- 24.1.4 a composition is made with that person's creditors generally in satisfaction of that person's debts;
- 24.1.5 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 24.1.6 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

ALTERNATE DIRECTORS

25. APPOINTMENT AND REMOVAL OF ALTERNATE DIRECTORS

- 25.1 Any director (other than an alternate director) (the "appointer") may appoint as his alternate director

- 25.1.1 another director; or

- 25.1.2 another person approved by the board and willing to act

to exercise that director's powers and carry out that director's responsibilities, in relation to the taking of decisions by the directors in the absence of the alternate's appointer, and may remove from office an alternate so appointed by him.

- 25.2 Any appointment or removal of an alternate director must be affected by notice in writing delivered to the secretary at the Office, or in any other manner approved by the directors. The appointment or removal shall take effect when the notice is received by the secretary at the Office or on such later date (if any) specified in the notice.

- 25.3 The notice must:

25.3.1 identify the proposed or existing alternate; and

25.3.2 in the case of a notice of appointment who is not already a director, contain (or be accompanied by) a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

25.4 An alternate director need not be a member and is not counted in reckoning the number of directors for the purpose of Article 23.

26. RIGHTS AND RESPONSIBILITIES OF ALTERNATE DIRECTORS

26.1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointer.

26.2 Except as the articles specify otherwise, alternate directors:

26.2.1 are deemed for all purposes to be an officer of the company;

26.2.2 are liable for their own acts and omission;

26.2.3 are subject to the same restrictions as their appointers; and

26.2.4 are not deemed to be agents of or for their appointers.

26.3 Subject to the articles, an alternate director is entitled to receive notice of all meetings of the board and all committees of the board of which his appointer is a member and, in the absence from those meetings of his appointer, to attend and vote at the meeting and to exercise all the powers, rights, duties, and authorities of his appointer. A director acting as alternate director has a separate vote at meetings of the board and committees of the board for each director for whom he acts as alternative director

but he counts as only one for the purpose of determining whether a quorum is present.

27. TERMINATION OF ALTERNATE DIRECTORSHIP

27.1 An alternate director's appointment as an alternate for an appointer terminates:

27.1.1 when the appointer removes his alternate director in accordance with article 25;

27.1.2 on the occurrence in relation to the alternate director of any event which, if it occurred in relation to that appointer, would result in the termination of that appointer's appointment as a director;

- 27.1.3 on the death of that appointer;
- 27.1.4 when that appointer's appointment as a director terminates; or
- 27.1.5 when notice in writing is received by the secretary at the Office from the alternate director that he is resigning as an alternate director of that appointer, and such resignation has taken effect in accordance with its terms.

28. DIRECTORS' REMUNERATION

- 28.1 The ordinary remuneration of the directors (other than any executive directors appointed under the articles and excluding alternate directors) shall be such amount as the directors shall from time to time determine.
- 28.2 A director who holds an executive office or who serves on any committee or who otherwise performs services which, in the opinion of the directors, are outside the scope of the ordinary duties of a director may be paid such extra remuneration, whether by way of salary, commission, participation in profits or otherwise, as the directors may think fit.
- 28.3 Unless the directors decide otherwise, directors' remuneration accrues from day to day so that if a director holds office for part only of the period in respect of which such remuneration is payable his entitlement shall reduce proportionally.
- 28.4 An alternate director is not entitled to a fee from the company for his services as an alternate director. The fee payable to an alternate director is payable out of the fee payable to his appointer and consists of such portion (if any) of the fee as he agrees with his appointer, notice of which is given to the company in writing.

29. DIRECTORS' EXPENSES

- 29.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at-
 - 29.1.1 meetings of directors or committees of directors,
 - 29.1.2 general meetings, or
 - 29.1.3 separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.
- 29.2 The company shall repay to an alternate director expenses incurred by him in the performance of his duties if the company would have been required to repay the expenses to him under

article 29.1 had he been a director.

30. GRATUITIES, PENSIONS AND INSURANCE

- 30.1 The directors may pay, or agree to pay, gratuities, pensions and other retirement superannuation, insurance, death or disability benefits to any past or present employee or director of the company or any of its subsidiary undertakings or any body corporate associated with, or any business acquired by, any of the them, and to any spouse or former spouse and to any dependants of such a person (as well as before and after he ceases to hold such office or employment) and for this purpose may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefit.
- 30.2 Without prejudice to the provisions of article 70 the directors shall have the power to purchase and maintain insurance for and on behalf of the benefit of any persons who are or were at any time directors, officers or employees of the company, or of any other company which is its holding company or in which the company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the company, or of any subsidiary undertaking of the company or any such other company, or who are or were at any time trustees of any pension funds or employees' share scheme in which the employees of the company or any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported executive or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the company or any such other company, subsidiary or pension fund.
- 30.3 No director or former director shall be accountable to the company or the shareholders for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.

COMPANY SECRETARY

31. SECRETARY'S TERM OF OFFICE

- 31.1 The directors may appoint any person who is willing to act to be the company secretary for such term and on such conditions as they think fit, and may remove any company secretary so appointed but without prejudice to any claim for damages for breach of contract of service between him and the company.
- 31.2 If thought fit, two or more persons may be appointed as Joint Secretaries and the directors may also appoint from time to time, on such terms as they think fit one or more assistant or depute secretaries.

PART THREE: SHARES AND DISTRIBUTIONS SHARES

32. ISSUE OF SHARES

- 32.1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue.
- 32.2 In accordance with section 551 of the Companies Act 2006, the directors are generally and unconditionally authorised to exercise any power of the company to allot and grant rights to subscribe for or convert securities into shares in the capital of the company providing such authority.
- 32.2.1 may only be exercised at any time or times during the period of five years from the date of adoption of these articles and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement made by the company (including the grant of an option over shares in the capital of the company) within that period; and
- 32.2.2 may at any time (subject to section 551 of the Companies Act 2006) be renewed, revoked or varied by ordinary resolution of the company.

33. POWER TO ISSUE DIFFERENT CLASSES OF SHARE

- 33.1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution.
- 33.2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.
- 33.3 The ordinary shares do not have attached to them any right of redemption.

34. VARIATION OF CLASS RIGHTS

- 34.1 Subject to the provisions of the Companies Act 2006, if at any time the capital is divided into different classes of shares all or any of the rights or privileges attached to any class may be varied or abrogated (a) in such manner (if any) as may be provided by such rights, or (b) in the absence of any such provision either with the consent in writing of the holders of at least three fourths of the nominal amount of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class, but not otherwise. The creation or issue of shares ranking *pari passu* with or subsequent to the shares of any class shall not (unless otherwise expressly provided by these articles or

the rights attached to such last-mentioned shares as a class) be deemed to be a variation of the rights of such shares.

- 34.2 Any meeting for the purpose of article 34.1 shall be convened and conducted in all respect as nearly as possible in the same way as a general meeting of the company provided that (a) no shareholder, not being a director, shall be entitled to notice thereof or to attend thereat unless he is a holder of shares of the class the rights or privileges attached to which are intended to be varied or abrogated, (b) no vote shall be given except in respect of a share of that class, (c) the quorum at any such meeting shall be at least two persons present holding or representing by proxy at least one-third in nominal value of the issued shares of the class, and at an adjourned meeting one person holding shares of the class in question or his proxy and (d) a poll may be demanded in writing by any shareholder present in person or by proxy and entitled to vote at the meeting.

35. NON-TRADING BUSINESS

If there is any dispute amongst the members in relation to what may constitute part of the Non-Trading Business, profits of the Company deriving from the Non-Trading Business or otherwise or in any other way relating to the Non-Trading Business, any such matters in dispute will be referred by the board at the request of any member to the Valuers for determination. The costs of the Valuers in respect of such determination will be borne by the members in such proportions as the Valuers may determine having regard to the conduct of the members and the merits of their arguments in relation to the matter(s) in dispute (or in the absence of such determination, will be borne by the members pro rata to their respective holdings of shares) and whose decision will be final and binding on all members (other than in the case of fraud or manifest error).

36. COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS

- 36.1 Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.

37. FRACTIONAL ENTITLEMENTS

- 37.1 Where there has been a consolidation or division of shares and, as a result, shareholders are entitled to fractions of shares, the directors may:

37.1.1 sell the shares representing the fractions to any person, including the company, for the best price reasonably obtainable;

37.1.2 authorise any person to execute an instrument of transfer of the shares to, or in

accordance with the directors of, the purchaser; and

37.1.3 distribute the net proceeds of sale in due proportion among the holders of the shares.

37.2 Where any holder's entitlement to a portion of the proceeds of sale under article 36.1 amounts to less than a minimum figure determined by the director's, that shareholder's portion may be retained for the benefit of the company.

37.3 The person to whom the shares are transferred pursuant to article 36.1 is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions. The transferee's title to the shares is not affected by any irregularity in or invalidity of the proceedings leading or relating to their sale.

38. PAYMENT OF COMMISSION ON SUBSCRIPTION FOR SHARES

38.1 The company may pay any person a commission in consideration for that person:

38.1.1 subscribing, or agreeing to subscribe, for shares; or

38.1.2 procuring, or agreeing to procure, subscription for shares.

38.2 Any such commission may be paid:

38.2.1 in cash, or (with the sanction of an ordinary resolution of the company) the allotment of fully paid shares or other securities, or partly in one way and partly in the other; and

38.2.2 in respect of a conditional or an absolute subscription.

39. SHARE CERTIFICATES

39.1 Every shareholder shall, unless the conditions of issue of the shares, debentures or debenture stock otherwise provide, be entitled, without payment, to:

39.1.1 one or more certificates for all the shares registered in his name;

39.1.2 in the case of shares of more than one class of shares being registered in his name, to a separate certificate for each class of shares so registered; and

39.1.3 where a shareholder transfers part of the shares of any class registered in his name, to one certificate for the balance of shares retained by him and registered in his name.

39.2 Every certificate must specify:

- 39.2.1 in respect of how many shares, of what class, it is issued;
 - 39.2.2 the nominal value of those shares;
 - 39.2.3 that the shares are fully paid; and
 - 39.2.4 any distinguishing numbers assigned to them.
- 39.3 If more than one person holds a share, only one certificate may be issued in respect of it and shall be delivered to the person first named on the register of members in respect of such shares and delivery of such certificate as aforesaid shall be sufficient delivery to all..
- 39.4 Certificates must:
- 39.4.1 have affixed to them the company's common seal, or
 - 39.4.2 be otherwise executed in accordance with the Companies Acts.
- 39.5 The directors may determine, either generally or in relation to any particular case, that any signature on any certificate need not be autographic but may be applied by some mechanical or other means, or printed on the certificate, of that certificates need not be signed.
- 40. REPLACEMENT SHARE CERTIFICATES**
- 40.1 If a certificate issued in respect of a shareholder's shares is:
- 40.1.1 damaged or defaced, or
 - 40.1.2 said to be lost, stolen or destroyed,
- the relevant shareholder is entitled to be issued with a replacement certificate in respect of the same shares.
- 40.2 A shareholder exercising the right to be issued with such a replacement certificate:
- 40.2.1 may at the same time exercise the right to be issued with a single certificate or separate certificates;
 - 40.2.2 must return the certificate which is to be replaced to the company if it is damaged or defaced; and
 - 40.2.3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

- 40.3 Every certificate issued under article 39.2 shall be issued without payment, but there shall be paid to the company a sum equal to any exceptional out-of-pocket expenses incurred by the company.

41. SHARE TRANSFERS

- 41.1 Shares may be transferred by means of instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor.
- 41.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.
- 41.3 The company may retain any instrument of transfer which is registered.
- 41.4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it.
- 41.5 The directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.

42. TRANSMISSION OF SHARES

- 42.1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share.
- 42.2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require:
- 42.2.1 may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
- 42.2.2 subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had.
- 42.3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares.

43. EXERCISE OF TRANSMITTEES' RIGHTS

- 43.1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish.
- 43.2 If the transmittee wishes to have a share transferred to another person, the transmittee must

execute an instrument of transfer in respect of it.

- 43.3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

44. TRANSMITTEES BOUND BY PRIOR NOTICES

- 44.1 If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name has been entered in the register of members.

DIVIDENDS AND OTHER DISTRIBUTIONS

45. RESERVES, DIVIDENDS AND MISCELLANEOUS RESERVES

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

46. PROCEDURE FOR DECLARING DIVIDENDS

- 46.1 The Company may by ordinary resolution declare dividends relating to the profits and/or assets of the Company derived from the Non-Trading Business, which will be distributed *pari passu* amongst the holders of the A Shares only.
- 46.2 The Company may by ordinary resolution declare dividends relating to the profits and/or assets of the Company derived from the Trading Business, which will be distributed *pari passu*.

amongst the holders of the B Shares only.

- 46.3 A dividend on the ordinary shares must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors and subject to the company having sufficient distributable reserves.
- 46.4 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 46.5 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- 46.6 If the directors act in good faith, they *do not* incur *any* liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights.

47. CURRENCY OF DIVIDENDS

- 47.1 Any dividends or other monies payable on or in respect of any share may be declared in any currency or currencies, and paid in the same currency or currencies or in any other currency or currencies, as the directors may determine, using where required such basis of conversion (including the rate and timing of conversion) as the director's decide.

48. PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

- 48.1 Where a dividend or other sum which is a distribution is payable, it must be paid by one or more of the following means-
 - 48.1.1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide;
 - 48.1.2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide;
 - 48.1.3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide; or
 - 48.1.4 any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide.

48.2 In the articles, "the distribution recipient" means, in respect of an ordinary share, A Share or B Share in respect of which a dividend or other sum is payable-

48.2.1 the holder of the ordinary share, A Share or B Share; or

48.2.2 if the ordinary share, A Share or B Share has two or more joint holders, whichever of them is named first in the register of members; or

48.2.3 if the holder is no longer entitled to the ordinary share, A Share or B Share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee.

49. NO INTEREST ON DISTRIBUTIONS

49.1 The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

49.1.1 the terms on which the share was issued, or

49.1.2 the provisions of another agreement between the holder of that share and the company.

50. UNCLAIMED DISTRIBUTIONS

50.1 All dividends or other sums which are:

50.1.1 payable in respect of shares, and

50.1.2 unclaimed after one year having been declared or become payable,

may be invested or otherwise made use of by the directors for the benefit of the company until claimed.

50.2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it.

50.3 If, subject to a resolution by the directors:

50.3.1 twelve years have passed from the date on which a dividend or other sum became due for payment, and

50.3.2 the distribution recipient has not claimed it,

the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company.

51. NON-CASH DISTRIBUTIONS

51.1 Subject to article 46.1 and article 46.2 and the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of an ordinary share, A Share or B Share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).

51.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution:

51.2.1 fixing the value of any assets;

51.2.2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and

51.2.3 vesting any assets in trustees.

52. WAIVER OF DISTRIBUTIONS

52.1 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if:

52.1.1 the share has more than one holder, or

52.1.2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise, the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share.

CAPITALISATION OF PROFITS

53. AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS

53.1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution:

53.1.1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption

reserve, merger reserve, redenomination reserve or revaluation reserve; and

53.1.2 appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions.

53.2 Capitalised sums must be applied:

53.2.1 on behalf of the persons entitled, and

53.2.2 in the same proportions as a dividend would have been distributed to them

53.3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct.

53.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct.

53.5 Subject to the articles the directors may:

53.5.1 apply capitalised sums in accordance with articles 53.3 and articles 53.4 partly in one way and partly in another;

53.5.2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments); and

53.5.3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article.

53.5.4 generally do all acts and things required to give effect to such resolution as aforesaid.

PART FOUR: DECISION-MAKING BY SHAREHOLDERS ORGANISATION OF GENERAL MEETINGS.

54. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

54.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any

information or opinions which that person has on the business of the meeting.

54.2 A person is able to exercise the right to vote at a general meeting when:

54.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

54.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

54.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

54.4 In determining attendance at a general meeting, it is immaterial whether any two or more shareholders attending it are in the same place as each other.

54.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

55. QUORUM FOR GENERAL MEETINGS

55.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

56. CHAIRING GENERAL MEETINGS

56.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

56.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

56.2.1 the directors present, or

56.2.2 (if no directors are present), the meeting,

must appoint a director or ordinary shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

56.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

57. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS

57.1 Directors may attend and speak at general meetings, whether or not they are shareholders.

57.2 The chairman of the meeting may permit other persons who are not:

57.2.1 shareholders of the company, or

57.2.2 otherwise entitled to exercise the rights of shareholders in relation to general meetings,

to attend and speak at a general meeting.

58. ADJOURNMENT

58.1 If the persons attending a general meeting within 30 minutes of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it. If at the adjourned meeting the persons attending within 30 minutes of the time at which the meeting was due to start do not constitute a quorum, the ordinary shareholders present shall constitute a quorum.

58.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

58.2.1 the meeting consents to an adjournment, or

58.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

58.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

58.4 When adjourning a general meeting, the chairman of the meeting must:

58.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

58.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

58.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

58.5.1 to the same persons to whom notice of the company's general meetings is required to be given, and

58.5.2 containing the same information which such notice is required to contain.

58.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

59. VOTING: GENERAL

59.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

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

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

60. ERRORS AND DISPUTES

60.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

60.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

61. POLL VOTES

61.1 A poll on a resolution may be demanded:

61.1.1 in advance of the general meeting where it is to be put to the vote, or

61.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

61.2 A poll may be demanded by:

- 61.2.1 the chairman of the meeting;
 - 61.2.2 the directors;
 - 61.2.3 two or more persons having the right to vote on the resolution; or
 - 61.2.4 a person or persons representing not less than one tenth of the total voting rights of all the ordinary shareholders having the right to vote on the resolution.
- 61.3 A demand for a poll may be withdrawn if:
- 61.3.1 the poll has not yet been taken, and
 - 61.3.2 the chairman of the meeting consents to the withdrawal.

A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 61.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.
- 61.5 The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

62. CONTENT OF PROXY NOTICES

- 62.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 62.1.1 states the name and address of the shareholder appointing the proxy;
 - 62.1.2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed;
 - 62.1.3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 62.1.4 is delivered to the Office in accordance with the articles not less than 48 hours before the time appointed for holding the general meeting in relation to which the proxy is appointed and any instructions contained in the notice of the general meeting to which they relate (but notwithstanding this an appointment of a proxy may be accepted by the directors at any time prior to the meeting at which the person named in the appointment proposes to vote (or, where a poll is demanded at the meeting, but not taken forthwith, at any time prior to the taking of the poll). If the circumstances

require a general meeting to be called at short notice, then provided consent to short notice is received in accordance with the Companies Act 2006, then the instrument appointing a proxy may be deposited at the Office in accordance with the articles up to the commencement of the meeting.

62.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

62.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions, but the company shall not be obliged to ascertain that any proxy has complied with those or any other instructions given by the appointer and no decision on any resolution shall be vitiated by reason only that any proxy has not done so.

62.4 On a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more shareholders entitled to vote on the resolution has one vote, except that if the proxy has been duly appointed by more than one shareholder entitled to vote on the resolution and:

62.4.1 has been instructed by one or more of those shareholders to vote for the resolution and by one or more other of those shareholders to vote against it; or

62.4.2 has been instructed to vote the same way (either for or against) on the resolution by all of those shareholders except those who have given the proxy discretion as to how to vote on the resolution

the proxy is entitled to one vote for and one vote against the resolution.

62.5 Unless a proxy notice indicates otherwise, it must be treated as:

62.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

62.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

63. DELIVERY OF PROXY NOTICES

63.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

- 63.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 63.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 63.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

64. AMENDMENTS TO RESOLUTIONS

- 64.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 64.1.1 notice of the proposed amendment is *given* to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 64.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 64.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if-
 - 64.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 64.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 64.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

APPLICATION OF RULES TO CLASS MEETINGS

65. CLASS MEETINGS

- 65.1 The provisions of the Articles relating to general meetings apply, with any necessary modifications, to meetings of the holders of any class of shares.

PART FIVE: ADMINISTRATIVE ARRANGEMENTS

66. AUTHENTICATION OF DOCUMENTS

- 66.1 Any director or secretary or any person appointed by the directors for the purpose shall have power to authenticate any documents affecting the constitution of the company and any resolutions passed by the company or the directors and any books, records, documents and accounts relating to the business of the company, and to certify copies thereof or extracts therefrom as true copies or extracts and where any books, records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the company having the custody thereof shall be deemed to be a person appointed by the directors as aforesaid.
- 66.2 A document purporting to be a copy of a resolution of the directors which is certified as such shall be conclusive evidence in favour of all persons dealing with the company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

67. COMPANY SEALS

- 67.1 Any common seal may only be used by the authority of the directors.
- 67.2 The directors may decide by what means and in what form any common seal is to be used.
- 67.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 67.4 For the purposes of this article, an authorised person is:
- 67.4.1 any director of the company;
 - 67.4.2 the company secretary (if any); or
 - 67.4.3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

68. DESTRUCTION OF DOCUMENTS

- 68.1 The company may destroy:
- 68.1.1 any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation;

- 68.1.2 any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two years from the date of such mandate variation cancellation or notification was recorded by the company;
- 68.1.3 any instrument of transfer of shares which has been registered at any time after the expiry of 6 years from the date of registration; and
- 68.1.4 any other document on the basis of which any entry in the Register is made at any time after the expiry of 6 years from the date of entry in the Register was first made in respect of it, and it shall conclusively be presumed in favour of the company that every share certificate so destroyed was a valid certificate duly and properly sealed and that every instrument of transfer was a valid and effective instrument duly and properly registered and that every other document in accordance with the recorded particulars thereof in the books or records of the company provided always that
 - (a) the forgoing provisions of this article shall apply only to the destruction of a document in good faith and without express notice to the company and that the preservation of such document was relevant to a claim;
 - (b) nothing contained in this article shall be construed as imposing upon the company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of provision (a) above are not fulfilled; and
 - (c) references in this article to the destruction of any document include references to its disposal in any manner.

69. WINDING UP

- 69.1 On a Winding Up, the members shall procure (so far as each is able) that the B Capital Value will be paid into a joint account at such branch of such UK clearing bank as may be nominated by the Board immediately prior to the Winding Up and such B Capital Value will be allocated and paid out equally between the holders of the B Shares.
- 69.2 On a Winding Up, the members shall procure (so far as each is able) that the A Capital Value will be paid into a joint account at such branch of such UK clearing bank as may be nominated by the Board immediately prior to the Winding Up and such A Capital Value will be allocated and paid out equally between the holders of the A Shares.
- 69.3 Immediately prior to and conditional upon a Listing the members will enter into such reorganisation of the share capital of the Company as they may agree to ensure that the capital value of the share capital of the Company is allocated between the members

in the same proportions as the preceding provisions of this article 69 would provide were that capital value the B Capital Value and the A Capital Value on a Winding Up.

- 69.4 If the application of any provision of this article 69 cannot be agreed between the members, any such matters in dispute will be referred by the Board to the Valuers whose costs will be borne by the members in such proportions as the Valuers may determine having regard to the conduct of the members and the merits of their arguments in relation to the matter(s) in dispute (or in the absence of such determination, will be borne by the members pro rata to their respective holdings of shares) and whose decision will be final and binding on all members (other than in the case of fraud or manifest error).

70. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

- 70.1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

71. INDEMNITY OF OFFICERS AND FUNDING DIRECTOR'S DEFENCE COSTS

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

71.1.1 to the company or to any associated company; or

71.1.2 to pay a fine imposed in criminal proceedings; or

71.1.3 to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or

71.1.4 in defending any criminal proceedings in which he is convicted; or

- 71.1.5 in defending any civil proceedings brought by the company, or an associated company, in which judgement is given against him; or
- 71.1.6 in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely:
- (a) section 661(3) or (4) of the Companies Act 2006 (acquisition of shares by innocent nominee); or
 - (b) section 115 of the Companies Act 2006 (general power to grant relief in case of honest and reasonable conduct).
- 71.2 To the extent permitted by the Companies Act 2006 and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director of the company acting in its capacity as a trustee of an occupational pension scheme shall be and shall be kept indemnified out of the assets of the company against all costs, charges, losses and liabilities incurred by him in connection with the company's activities as trustee of the scheme provided that such indemnity shall not apply in respect of any liability incurred by him
- 71.2.1 to pay a fine imposed in criminal proceedings; or
- 71.2.2 to pay a sum payable to a regulatory authority by way of penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising); or
- 71.2.3 in defending criminal proceedings in which he is convicted.
- 71.3 Without prejudice to Article 70.1 or to any indemnity to which a director may otherwise be entitled, and to the extent permitted by the Companies Act 2006 and otherwise upon such terms and subject to such conditions as the board may in its absolute discretion think fit, the board shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 661(3) or (4) of the Companies Act 2006 (acquisition of shares by innocent nominee) or section 115 of the Companies Act 2006 (general power to grant relief in case of honest and reasonable conduct) or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority or to enable a director to avoid incurring and such expenditure.

APPENDIX I: Trading Companies

JD Sports Fashion plc

Pentland Brands USA Inc^[1]

Airborne Footwear Limited

Berghaus Limited

Boxfresh International Limited

Canterbury Limited

Ellesse Limited

Ellesse International SPA

Endura Ltd

First Retail UK Limited

Mitre Sports International Limited

Pentland Brands Limited

Pentland Brands Greenhouse Limited

Pentland Brands France sarl

Pentland Brands UK Distribution Limited

Pentland Brands Overseas Agency Limited

Pentland Chaussures Limited

Pentland KM Limited

Red or Dead Limited

Speedo International Limited

Pentland Asia Pacific Limited

Pentland Brands (Asia Pacific) Limited

Pentland India Trading Private Limited

¹ Note to draft: currently called Pentland US Investments Inc.

Pentland Management Consulting (Shenzhen) Co, Limited

Pentland Trading (Shanghai) Company Limited

Boxfresh Global Limited

Ellesse International Limited

Kangaroos Limited

Matchstick Sports Limited

Pentland Brands Lakeside Limited

Pentland Brands UK Limited

Prostar Sports Limited

The Brasher Boot Company Limited

Asco Group Limited

Footwear Sourcing International Limited

Intermarket Agencies (Far East) Limited

Kangaroo International Limited

Liverpool Shoe Company Limited