



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

MERCURY ASSET MANAGEMENT GROUP plc
(passed on 25th June 1997)

At the Annual General Meeting of the above named Company duly convened and held at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD on 25th June 1997 the following resolutions were duly passed:

As an Ordinary Resolution: THAT, in accordance with Article 10 of the Company's Articles of Association, the Board be authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to a maximum nominal amount of £3,296,397, provided that this authority shall expire on the date of the next Annual General Meeting after the passing of this resolution, and that all previous authorities under Section 80 of the Companies Act 1985 be revoked.

As a Special Resolution: THAT, subject to the passing of resolution 5 above and in accordance with Article 11 of the Company's Articles of Association, the Board be and it is hereby empowered to allot equity securities for cash, provided that, for the purpose of Article 11(c), the nominal amount of share capital to which this power is limited shall be £456,598.

As a Special Resolution: THAT, in accordance with Article 49 of its Articles of Association and the Companies Act 1985, the Company is generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of Ordinary Shares of 5p each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Board may from time to time determine, provided that:

- (i) the maximum number of Ordinary Shares that may be purchased pursuant to this authority is 9,131,964;
- (ii) the maximum price which may be paid for an Ordinary Share purchased pursuant to this authority is an amount equal to 105 per cent. of the average of the middle market prices shown in the quotations for the Ordinary Shares in The Stock Exchange Daily Official List for the five business days immediately preceding the day on which such Ordinary

Share is purchased and the minimum price which may be paid is 5p per Ordinary Share (in each case exclusive of expenses and advance corporation tax (if any) payable by the Company); and

- (iii) this authority will expire at the conclusion of the next Annual General Meeting of the Company, unless renewed before that time, but the Company may make a contract to purchase its Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after its expiry, and may make a purchase of Ordinary Shares in pursuance of any such contract.

As an Ordinary Resolution: THAT,

- (i) the Mercury Asset Management Share Option Plan, a summary of the rules of which is set out in the Appendix to the letter to shareholders posted with this Notice, be and is hereby approved and the directors be and they are hereby authorised to do all acts and things necessary to establish and carry it into effect; and
- (ii) the directors be and they are hereby authorised to vote at any meeting on any matter connected with the Plan and to be counted for the purpose of any resolution regarding the Plan in the quorum at the meeting notwithstanding that they may be interested in it and the provisions of the Articles of Association of the Company shall accordingly be relaxed to that extent, provided that no director may vote or be counted in the quorum on any matter solely concerning his own participation in this Plan.

C B Farquharson
Secretary

Company Number 951043



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

MERCURY ASSET MANAGEMENT GROUP plc
(passed on 26th June 1996)

At the Annual General Meeting of the above named Company duly convened and held at Painters' Hall, 9 Little Trinity Lane, London EC4V 2AD on 26th June 1996 the following resolutions were duly passed:

As an Ordinary Resolution: THAT the Board be and it is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £3,210,126 provided that this authority shall expire on the date of the next Annual General Meeting after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

As a Special Resolution: THAT the Board be and it is hereby empowered, pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment, provided that this power shall be limited to:

- (i) the allotment (otherwise than pursuant to sub-paragraph (ii) below) of equity securities up to an aggregate nominal value of £456,369;
- (ii) the allotment of equity securities in connection with a rights issue in favour of all holders of relevant equity securities where the equity securities respectively attributable to the interests of all holders of relevant equity securities are proportionate (as nearly as may be) to the respective numbers of relevant equity securities held by them (but

subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any regulatory body or any stock exchange in any territory or otherwise howsoever);

and shall expire on the earlier of the date which is fifteen months after the date on which this resolution is passed and the date of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

As a Special Resolution: THAT in accordance with Article 49 of its Articles of Association and the Companies Act 1985, the Company is generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of Ordinary Shares of 5p each in the capital of the Company ("Ordinary Shares") on such terms and in such manner as the Board may from time to time determine, provided that:

- (i) the maximum number of Ordinary Shares that may be purchased pursuant to this authority is 9,127,385;
- (ii) the maximum price which may be paid for an Ordinary Share purchased pursuant to this authority is an amount equal to 105 per cent. of the average of the middle market prices shown in the quotations for the Ordinary Shares in The Stock Exchange Daily Official List for the ten business days immediately preceding the day on which Ordinary Share is purchased and the minimum price which may be paid is 5p per Ordinary Share (in each case exclusive of expenses and advance corporation tax (if any) payable by the Company); and
- (iii) this authority will expire at the conclusion of the next Annual General Meeting of the Company, unless renewed before that time, but the Company may make a contract to purchase its Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after its expiry, and may make a purchase of Ordinary Shares in pursuance of any such contract.

C B Farquharson
Secretary

Company No.
951043



THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

MERCURY ASSET MANAGEMENT GROUP plc

(passed on 3rd July, 1995)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 33 King William Street, London EC4R 9AS on 3rd July, 1995, the following resolutions were duly passed:

ORDINARY RESOLUTIONS

1. THAT the Scheme of Arrangement dated 9th June, 1995 between S.G. Warburg Group plc and the holders of (i) the Scheme Ordinary Shares, (ii) the Scheme Deferred Shares and (iii) the Scheme Preference Shares (as respectively defined in the said Scheme) and the Company (the "Scheme"), a print of which Scheme has been produced to the meeting and signed by the Chairman for the purpose of identification, and the transactions related to the Scheme to which the Company is a party and otherwise proposed to be entered into by the Company, as described in the circular to shareholders of the Company dated 9th June, 1995 (the "MAM Circular"), together with the Option Agreement (as defined in the MAM Circular), be approved subject to any amendment or variation thereto which may be approved by the Directors or a duly authorised committee thereof.
2. THAT conditionally upon the Scheme becoming effective in accordance with its terms:
 - (A) the authorised share capital of the Company be increased from £12,500,000 to £19,404,300 by the creation of 138,086,000 additional Ordinary Shares of 5p each; and

- (B) in accordance with Article 1(M) of the Company's Articles of Association, the Directors be authorised to allot relevant securities up to a maximum nominal amount of £6,904,300 provided that:
- (i) this authority shall expire on 31st March, 1996; and
 - (ii) all previous authorities under section 80 of the Companies Act 1985, save as conferred on the Directors by resolution 8 below, shall henceforth cease to have effect.

SPECIAL RESOLUTIONS

3. THAT for the purposes of giving effect to the Scheme and conditionally upon the Scheme becoming effective in accordance with its terms, the Company be authorised to issue up to the maximum nominal amount of unsecured loan notes of the Company ("Loan Notes"), the terms of which are described in the MAM Circular, for which valid elections are made pursuant to the Scheme by the holders of the Scheme Ordinary Shares and the Scheme Deferred Shares together with additional unsecured loan notes which may (pursuant to the rights attached to the Loan Notes) be required to be issued by a subsidiary of the Company ("Additional Loan Notes") and that the borrowing limits in Article 1 (B) of the Company's Articles of Association be deemed to be amended so that the aggregate amount of borrowings arising as a result of the issue of such Loan Notes and Additional Loan Notes be additional to and not included within the aggregate principal amount from time to time outstanding of all borrowings otherwise permitted by the said Article 1(B).
4. THAT:
- (A) conditionally upon the Scheme becoming effective in accordance with its terms, each of the fully paid Ordinary Shares of 5p each in the Company which are beneficially owned by S.G. Warburg Group plc on the date on which the Scheme becomes effective be converted into a fully paid Deferred Share of 5p in the Company having attached thereto the following rights and restrictions:
- (i) a Deferred Share shall not entitle the holder thereof to participate in any dividend or other distribution paid or made by the Company nor, except as otherwise provided in sub-paragraph (ii), to participate in the profits or assets of the Company;
 - (ii) on a return of assets on liquidation or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be applied in repaying to the holder of each Deferred Share the amount paid up on such Deferred Share after a total sum of £2,000,000 has been distributed in such liquidation or otherwise in respect of each issued Ordinary Share of the Company; and
 - (iii) a Deferred Share shall not entitle the holder thereof to receive notice of or to attend or to vote at any general meeting of the Company by virtue or in respect of their holding of a Deferred Share.

- (B) the terms of the proposed contract between the Company and S.G. Warburg Group plc (a copy of which has been produced to the meeting and signed by the Chairman for the purpose of identification), for the purchase by the Company of all of the Deferred Shares of 5p each beneficially owned by S.G. Warburg Group plc on the date on which the Scheme becomes effective at an aggregate price of £1, be approved and the Directors of the Company be given authority to enter into and complete such contract on behalf of the Company, such authority to expire on 31st March, 1996; and
 - (C) with effect from, and subject to and conditional upon, completion of the contract referred to in paragraph (B) of this resolution, the authorised share capital of the Company be reduced by the cancellation of all of the unissued Deferred Shares of 5p each formerly beneficially owned by S.G. Warburg Group plc.
5. THAT conditionally upon completion of the sale by S.G. Warburg Group plc to Swiss Bank Corporation or its wholly-owned subsidiary, SBCI Swiss Bank Corporation Investment banking Ltd., of SGW's Investment Banking Business (as defined in the MAM Circular) and notwithstanding any provision to the contrary contained in the Company's Articles of Association, on the recommendation of the Directors a special interim dividend of 40.0p (net) be declared payable on the earliest of (i) the date being 20 business days following the date on which the Scheme becomes effective; (ii) if the Directors of the Company announce that the Scheme will not or cannot proceed, the date being 20 business days following the date of such announcement; and (iii) if the Scheme does not become so effective by 31st December, 1995, on 26th January, 1996, to Minority Shareholders (as defined in the MAM Circular) registered at the close of business on 18th July, 1995 (or such other date as the Directors may determine) in respect of each ordinary share then registered in their respective names.
6. THAT the Company's Articles of Association be amended as set out in the document produced in the meeting (and signed by the Chairman for the purpose of identification) and that the revised regulations contained therein be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all the existing Articles thereof.

ORDINARY RESOLUTIONS

7. THAT:
- (A) the Related Party Transaction (as defined in the MAM Circular) be hereby approved; and
 - (B) in the event that the sale of SGW's Investment Banking Business (as defined in the MAM Circular) is completed but either the Scheme does not become effective in accordance with its terms by 31st December, 1995 or, if earlier, the date on which the Company announces that the Scheme will not or cannot proceed then, on the earlier of such dates:
 - (1) the authorised share capital of the Company be increased from £12,500,000 to £47,500,000 by the creation of 700,000,000 Deferred Shares of 5p each in the capital of the Company having the rights and restrictions attached thereto as are set out in sub-paragraphs (A)(i), (ii) and (iii) of resolution 4 above; and

- (2) in accordance with Article 1(M) of the Company's Articles of Association (or, if resolution 6 above is duly passed, Article 10 of the Company's Articles of Association) the Directors be authorised to allot up to £35,000,000 in nominal amount of the Deferred Shares created pursuant to paragraph (B)(1) of this resolution to S.G. Warburg Group plc provided that:
- (i) this authority shall expire on 31st March, 1996; and
 - (ii) that all previous authorities under section 80 of the Companies Act 1985, save as conferred on the Directors by resolution 8 below, shall henceforth cease to have effect.
8. THAT, in accordance with Article 1(M) of the Company's Articles of Association (or, if resolution 6 above is duly passed, Article 10 of the Company's Articles of Association) the Directors be authorised to allot relevant securities up to a maximum nominal amount of £3,068,580 provided that:
- (i) this authority shall expire on the date of the Annual General Meeting of the Company to be held in 1996; and
 - (ii) that all previous authorities under section 80 of the Companies Act 1985 shall henceforth cease to have effect save that this authority shall be in addition to and without prejudice to the authorities conferred by resolutions 2 and 7 above.

SPECIAL RESOLUTIONS

9. THAT, conditionally on the passing of resolution 8 above in accordance with Article 1(N) of the Company's Articles of Association (or, if resolution 6 above is duly passed, Article 11 of the Company's Articles of Association), the Directors be empowered to allot equity securities for cash and that for the purposes of sub-paragraph (iii) (or (c) as the case may be) of that Article, the nominal amount to which this power is limited shall be £460,287 and this power shall expire on the date of the Annual General Meeting of the Company to be held in 1996.
10. THAT in accordance with its Articles of Association and the Companies Act 1985, the Company is generally and unconditionally authorised to make market purchases (within the meaning of Section 163 of the Companies Act 1985) of Ordinary Shares on such terms and in such manner as the Board may from time to time determine, provided that:
- (i) the maximum number of Ordinary Shares that may be purchased pursuant to this authority is 9,098,000;
 - (ii) the maximum price which may be paid for an Ordinary Share purchased pursuant to this authority is an amount equal to 105 per cent. of the average of the middle market prices shown in the quotations for the Ordinary Shares in The London Stock Exchange Daily Official List for the ten business days immediately preceding the day on which such Ordinary Share is purchased and the minimum price which may be paid is 5p per Ordinary Share (in each case exclusive of expenses and advance corporation tax (if any) payable by the Company); and

- (iii) this authority will expire at the conclusion of the Annual General Meeting of the Company to be held in 1996, unless renewed before that time, but the Company may make a contract to purchase its Ordinary Shares under this authority before its expiry which will or may be executed wholly or partly after its expiry, and may make a purchase of Ordinary Shares in pursuance of any such contract.

H.A. Stevenson

Chairman

C3:44722.1

Company No.
951043



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

MERCURY ASSET MANAGEMENT HOLDINGS LTD.

(passed on 2nd March, 1987)

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at 33 King William Street, London EC4R 9AS on 2nd March, 1987 the following Resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT:

- (a) each of the issued and unissued Ordinary Shares of 10p each in the capital of the Company be and it is hereby sub-divided into 2 Ordinary Shares of 5p each;
- (b) the authorised share capital of the Company be and it is hereby increased from £2,000,000 to £5,000,000 by the creation of an additional 60,000,000 Ordinary Shares of 5p each ranking pari passu in all respects as one class of shares with the existing Ordinary Shares in the capital of the Company;
- (c) the Company be re-registered as a public limited company pursuant to Section 43 of the Companies Act 1985;
- (d) the name of the Company be changed to "MERCURY ASSET MANAGEMENT plc;

- (e) the Memorandum of Association of the Company be altered by:
 - (i) inserting as a new Clause 2: "2. The Company is to be a public company"; and
 - (ii) re-numbering existing Clauses 2, 3, 4 and 5 as Clauses 3, 4, 5 and 6 respectively;
- (f) the new objects submitted to the Meeting and for the purposes of identification subscribed by the Chairman be and they are hereby approved and the Memorandum of Association of the Company be and it is hereby altered by the adoption of such objects as the objects of the Company in substitution for and to the exclusion of the existing objects of the Company; and
- (g) the new regulations submitted to the Meeting and for the purposes of identification subscribed by the Chairman be and they are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

DWJ PRICE
.....
Chairman

Company No.
951043



THE COMPANIES ACTS 1948 to 1967
A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
MERCURY ASSET MANAGEMENT GROUP plc

1. The name of the Company is "MERCURY ASSET MANAGEMENT GROUP plc". *
2. The Company is to be a public company. **
3. The registered office of the Company will be situated in England.
4. The objects for which the Company is established are:
 - (A) (i) To act or carry on business as a holding company and to control and co-ordinate the administration and operation of any companies from time to time directly or indirectly controlled by the Company;
 - (ii) to undertake and carry on any business, transaction or operation commonly undertaken or carried on by investment managers and advisers, investment companies, bankers, brokers, dealers, members of any investment exchange, financiers, capitalists, guarantors, underwriters, concessionaires, factors, promoters, contractors or merchants; to acquire by purchase, lease, concession, grant, licence or otherwise deal in any businesses, rights, privileges, lands, buildings, leases, underleases, options, debentures, bonds, notes, stocks, shares, units, warrants, futures, cash, obligations, securities, reversionary interests, annuities, policies of assurance or other property, or any title, property, right or interest whatever therein or thereto, and generally to hold, manage, develop, lease, sell or dispose of the same; to act as trustee, custodian trustee, executor, administrator, liquidator, receiver, administrative receiver, attorney, nominee, agent, secretary or registrar, whether jointly or

* The Company was incorporated with the name "Warburg Investment Management Limited" which was changed to "Mercury Warburg Investment Management Ltd." on 14th April, 1986, which was changed to "Mercury Asset Management Holdings Ltd." on 1st October, 1986 which was changed to "Mercury Asset Management plc" on 3rd March, 1987, which was changed to its present name on 3rd August, 1987.

** By a Special Resolution passed at an Extraordinary General Meeting held on 2nd March, 1987 the Company was re-registered as a public limited company.

alone, of, or for any person, company, corporation or body politic or corporate, and to act as trustee of any deed constituting or securing any debentures, bonds, notes, stocks, shares, units, options, warrants, futures or other securities or obligations and to undertake and execute any other trust; and generally to institute, enter into, assist or participate in financial, industrial, commercial, mercantile, mining and other businesses or undertakings and in financial operations of all kinds, and to carry on, develop and extend the same, or sell, dispose of or otherwise turn the same to account.

- (B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
- (C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, instal, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer merchant or dealer of any kind.
- (G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (H) To lend money and grant or provide credit and financial accommodation to any person and to deposit money with any person and to carry on the business of a banking, finance or insurance company.
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.

- (L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums interest dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, or to co-operate or participate in any way with, or to take over or assume any obligation of, or to assist or subsidise any person.
- (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities. whether negotiable or otherwise.
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (Q) To sell, exchange, mortgage, charge, let, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
- (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers

and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator).

- (T) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To grant or procure the grant of donations, gratuities, pensions, annuities, allowances, or other benefits, including benefits on death, to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or who the Board of Directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs or schools, or to do any other thing likely to benefit any such persons or otherwise to advance the interests of such persons or the Company or its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of such persons or the Company or its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees agents or otherwise and either alone or in conjunction with others.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Board of Directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (Z) To do all such other things as in the opinion of the Board of Directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

5. The liability of the Members is limited.
6. The share capital of the Company is £12,500,000 divided into 250,000,000 shares of 5p each and the Company shall have the power from time to time to divide the original or any increased capital into classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

The capital of the Company has been increased and reorganised as follows:

- (i) By an ordinary resolution passed on 1st October, 1986 the capital was increased from £500,000 to £2,000,000 by the creation of an additional 1,500,000 Ordinary Shares of £1 each.

The authorised share capital was reorganised by the sub-division of each £1 Ordinary Share into ten Ordinary Shares of 10p each.
- (ii) By an ordinary resolution passed on 2nd March, 1987 the capital was increased to £5,000,000 by the creation of an additional 60,000,000 Ordinary Shares of 5p each, the issued and unissued Ordinary Shares of 10p each in the capital of the Company having been sub-divided into 2 Ordinary Shares of 5p each that same day.
- (iii) By an ordinary resolution passed on 12th December, 1991 the capital was increased to £12,500,000 by the creation of an additional 150,000,000 Ordinary Shares of 5p each.
- (iv) By resolutions passed on 3rd July, 1995 (which became effective on 26th July, 1995):
 - (a) the capital was increased to £19,404,300 by the creation of an additional 138,086,000 Ordinary Shares of 5p each;
 - (b) 136,487,313 issued Ordinary Shares of 5p each in the capital of the Company were converted into 136,487,313 Deferred Shares of 5p each;
 - (c) the 136,487,313 issued Deferred Shares of 5p each in the capital of the Company were purchased by the Company and the Company's issued share capital diminished accordingly; and
 - (d) the authorised share capital of the Company was then reduced to £12,579,934.35 divided into 251,598,687 Ordinary Shares of 5p each by the cancellation of all of the unissued 136,487,313 Deferred Shares of 5p each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
D.R. SEATON 35, Basinghall Street London E.C.2 Solicitor	One
N. HALSTED 35, Basinghall Street London E.C.2 Solicitor	One
Total Shares taken	Two

DATED the 19th day of March, 1969.

WITNESS to the above signatures:

LESLEY SUTTON
35, Basinghall Street
London E.C.2

Secretary

Company No.
951043



THE COMPANIES ACT 1985
A PUBLIC COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

MERCURY ASSET MANAGEMENT GROUP plc

(Adopted by Special Resolution passed on 3rd July, 1995)

EXCLUSION OF TABLE A

1. No regulations set out in any statute, or in any statutory instrument made under any statute, concerning companies shall apply as regulations or articles of the company.

INTERPRETATION

2. In these articles unless the context otherwise requires:

"these articles" means these articles of association as altered from time to time by special resolution and the expression "this article" shall be construed accordingly;

"the auditors" means the auditors for the time being of the company or, in the case of joint auditors, any one of them;

"the board" means the board of directors of the company or the directors present at a meeting of the directors at which a quorum is present;

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

"the Companies Acts" means every statute from time to time in force concerning companies in so far as the same applies to the company;

"the holder" in relation to any shares means the member whose name is entered in the register as the holder of those shares;

"member" means a member of the company;

"the office" means the registered office of the company;

"paid up" means paid up or credited as paid up;

"person entitled by transmission" means a person whose entitlement to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law has been noted in the register;

"the register" means the register of members of the company;

"seal" means the common seal of the company or any official seal that the company may be permitted to have under the Companies Acts;

"the secretary" means the secretary, or (if there are joint secretaries) any one of the joint secretaries, of the company and includes an assistant or deputy secretary and any person appointed by the board to perform any of the duties of the secretary;

"United Kingdom" means Great Britain and Northern Ireland;

references to a document being executed include references to its being executed under hand or under seal or by any other method;

references to writing include references to any method of representing or reproducing words in a legible and nontransitory form;

words or expressions to which a particular meaning is given by the Companies Acts in force when these articles or any part of these articles are adopted bear the same meaning in these articles or that part (as the case may be) save that the word "company" shall include any body corporate; and

references to a meeting shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

SHARE CAPITAL

- *3. The authorised share capital of the company at the date of adoption of these articles is £12,500,000 divided into 250,000,000 ordinary shares of 5p each.

FORM OF RESOLUTION

- 4.(A) Where for any purpose an ordinary resolution of the company is required, a special or extraordinary resolution shall also be effective and where for any purpose an extraordinary resolution is required a special resolution shall also be effective.
- (B) A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting properly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more of the members.

SHARE RIGHTS

5. Subject to the provisions of the Companies Acts and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the board may decide.
6. Subject to the provisions of the Companies Acts and to any rights conferred on the holders of any other shares, any share may be issued which is to be redeemed, or is to be liable to be redeemed at the option of the company or the holder, on such terms and in such manner as may be provided by these articles.

-
- ^{*}(i) The authorised share capital of the Company at the date of incorporation (28th March, 1969) was £500,000, divided into 500,000 ordinary shares of £1 each.
- (ii) On 1st October, 1986, the authorised share capital was increased to £2,000,000 by the creation of 1,500,000 ordinary shares of £1 each and each such ordinary share was then sub-divided into ten ordinary shares of 10p each.
- (iii) Pursuant to a further special resolution passed on 2nd March, 1987, each of the ordinary shares of 10p each in the Company was sub-divided into two ordinary shares of 5p each and the authorised share capital was increased to £5,000,000 by the creation of 60,000,000 additional ordinary shares of 5p each.
- (iv) The authorised share capital of the Company was increased to £12,500,000 by an ordinary resolution passed at an Extraordinary General Meeting held on 12th December, 1991, approving the creation of an additional 150,000,000 Ordinary Shares of 5p each.
- (v) Pursuant to resolutions passed on 3rd July, 1995 (which became effective on 26th July, 1995):
- (a) the authorised share capital of the Company was increased to £19,404,300 by the creation of an additional 138,086,000 Ordinary Shares of 5p each;
- (b) 136,487,313 issued Ordinary Shares of 5p each in the capital of the Company were converted into 136,487,313 Deferred Shares of 5p each;
- (c) the 136,487,313 issued Deferred Shares of 5p each in the capital of the Company were purchased by the Company and the Company's issued share capital diminished accordingly; and
- (d) the authorised share capital of the Company was then reduced to £12,579,934.35 divided into 251,598,687 Ordinary Shares of 5p each by the cancellation of all of the unissued 136,487,313 Deferred Shares of 5p each.

VARIATION OF RIGHTS

7. Subject to the provisions of the Companies Acts, all or any of the rights for the time being attached to any class of shares for the time being issued may from time to time (whether or not the company is being wound up) be varied with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of those shares. All the provisions of these articles as to general meetings of the company shall *mutatis mutandis* apply to any such separate general meeting, but so that the necessary quorum shall be a person or persons holding or representing by proxy not less than one-third in nominal value of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every share of the class held by him, that any holder of shares of the class present in person or by proxy may demand a poll and that at any adjourned meeting of the holders one holder present in person or by proxy (whatever the number of shares held by him) shall be a quorum.
8. The rights conferred upon the holders of any shares shall not, unless otherwise expressly provided in the rights attaching to those shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* with them.

SHARES

9. Subject to the provisions of the Companies Acts and these articles, the unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the board which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms as the board may decide.

AUTHORITY TO ALLOT RELEVANT SECURITIES

10. The company may at any time and from time to time pass an ordinary resolution referring to this article and authorising the directors to allot relevant securities (as defined for the purposes of Section 80 of the Companies Act 1985) and, upon the passing of such ordinary resolution:
 - (a) the directors shall thereupon and without further formality be generally and unconditionally authorised to allot relevant securities provided that the nominal amount of such securities shall not exceed in aggregate the sum specified in such ordinary resolution; and
 - (b) any such authority shall expire on the day five years after the passing of such ordinary resolution (or on such earlier day as may be specified in such ordinary resolution) save that the company shall be entitled before such expiry to make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

DIS-APPLICATION OF PRE-EMPTION RIGHTS

11. The company may at any time and from time to time resolve by a special resolution referring to this article that the directors be empowered to allot equity securities (as defined for the

purposes of Sections 89 to 96 of the Companies Act 1985) for cash and upon such special resolution being passed the directors shall (subject to their being authorised to allot relevant securities in accordance with Section 80 of the said Act) thereupon and without further formality be empowered to allot (pursuant to any such authority) equity securities for cash as if Section 89(1) of the said Act did not apply to any such allotment provided that such power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all such shareholders are proportionate (as nearly as may be) to the respective value of ordinary shares held by them; and
- (b) to the allotment of equity securities pursuant to the terms of any share scheme for employees approved by the members in general meeting; and
- (c) to the allotment (otherwise than pursuant to sub-paragraph (a) or (b) above) of equity securities having, in the case of relevant shares (as so defined), a nominal amount or, in the case of other equity securities, giving the right to subscribe for or convert into relevant shares having a nominal amount not exceeding in aggregate the sum specified in such special resolution

and such power shall expire on the date of the annual general meeting of the company next following the passing of such special resolution save that the company shall be entitled before such expiry to make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- 12. The company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Companies Acts.
- 13. Except as ordered by a court of competent jurisdiction or 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 required in any way to recognise (even when having notice of it) any interest in any share other than an absolute right to the whole of the share in the holder.

CERTIFICATES

- 14. Every person (except a stock exchange nominee in respect of whom the company is not by law required to complete and have ready for delivery a certificate) whose name is entered in the register as a holder of any shares shall be entitled, without payment, to receive within two months after allotment or lodgement of a transfer to him of the shares (or within such other period as the terms of issue shall provide) one certificate for all the shares of any one class or several certificates each for one or more of the shares of the class in question upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the board may from time to time decide. In the case of a share held jointly by several persons, delivery of a certificate to one of several joint holders shall be sufficient delivery to all. A member (except such a nominee) who has transferred some of the shares comprised in his holding shall be entitled to a certificate for the balance without charge.

15. If a share certificate is defaced, worn out, lost or destroyed, it may be replaced without fee but on such terms (if any) as to evidence and indemnity and to payment of any exceptional out-of-pocket expenses of the company in investigating the evidence and preparing the indemnity as the board may decide and, where it is defaced or worn out, after delivery of the old certificate to the company.
16. Every share certificate shall be issued under seal or bearing an imprint or representation of the seal or such other means of authentication as the Board may determine and shall specify the number and class of the shares to which it relates and the amount or respective amounts paid up on the shares. 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 means or may be printed on them or that the certificates need not be signed by any person.
17. The Board of Directors may resolve that the shares of any class in the capital of the Company may be traded through an electronic settlement system and held in uncertificated form in accordance with such arrangements as may from time to time be permitted by the Statutes and approved by the Board.

LIEN

18. The company shall have a first and paramount lien on every share (not being a fully paid share) for all amounts payable to the company (whether presently or not) in respect of that share. The company's lien on a share shall extend to all distributions and other amounts payable in respect of it. The board may at any time either generally or in any particular case waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of this article.
19. The company may sell, in such manner as the board may decide, any shares on which the company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after a notice in writing has been served on the holder of the shares, demanding payment and stating that if the notice is not complied with the shares may be sold.
20. The net proceeds, after payment of the costs, of the sale by the company of any shares on which it has a lien shall be applied in or towards payment or discharge of the debt or liability in respect of which the lien exists so far as it is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the company, for cancellation of the certificate for the shares sold) be paid to the holder immediately before the sale. For giving effect to the sale the board may authorise some person to transfer the shares sold to or in accordance with the directions of the purchaser. The transferee shall be registered as the holder of the shares and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

CALLS ON SHARES

21. The board 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 amount of the shares or by way of premium) and not payable on a date fixed by or in accordance with the terms of issue, and each

member shall (subject to the company serving upon him at least fourteen clear 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 board may decide. A person upon whom a call is made shall remain liable for the call notwithstanding the subsequent transfer of the shares in respect of which the call was made.

22. A call may be made payable by instalments and shall be deemed to have been made at the time when the resolution of the board authorising the call was passed.
23. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of the share.
24. If a sum called in respect of a share shall not be paid before or on the day appointed for payment, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment to the time of actual payment at such rate, not exceeding 15 per cent. per annum, as the board may decide, but the board shall be at liberty to waive payment of the interest wholly or in part.
25. Any sum which becomes payable on allotment or on any other date fixed by or in accordance with the terms of issue, whether on account of the nominal amount of the share or by way of premium, shall be deemed to be a call made, notified and payable on the date on which, by the terms of issue, it becomes payable and, in case of non-payment, all the relevant provisions of these articles as to payment of interest, forfeiture or otherwise shall apply as if the sum had become payable by virtue of a call properly made and notified.
26. The board may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the times of payment.
27. The board may, if it thinks fit, receive from any member who is willing to advance them all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until they would, but for the advance, become presently payable) pay interest at such rate, not exceeding (unless the company by ordinary resolution shall otherwise direct) 15 per cent. per annum, as the board may decide.

FORFEITURE OF SHARES

28. If any call or instalment of a call remains unpaid on any share after the day appointed for payment, the board may at any time serve a notice on the holder requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
29. The notice shall name a further day (not being less than fourteen clear days from the date of the notice) on or before which, and the place where, the payment required by the notice is to be made and shall state that in the event of non-payment on or before the day and at the place appointed, the shares in respect of which the call was made or instalment is payable will be liable to be forfeited. The board may accept the surrender of any share liable to be forfeited and, in that event, references in these articles to forfeiture shall include surrender.
30. If the requirements of the notice are not complied with, any share in respect of which it was given may, at any time before payment of all calls or instalments and interest due in respect of it has been made, be forfeited by a resolution of the board to that effect and the forfeiture shall

include all dividends declared and other moneys payable in respect of the forfeited shares and not paid before the forfeiture.

31. When any share has been forfeited, notice of the forfeiture shall be served upon the person who was before forfeiture the holder of the share but no forfeiture shall be invalidated by any omission or neglect to give the notice.
32. Until cancelled in accordance with the requirements of the Companies Acts, a forfeited share shall be deemed to be 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 or to any other person upon such terms and in such manner as the board shall decide, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled by the board on such terms as the board may decide.
33. A person whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the company for cancellation the certificate for the forfeited shares but shall remain liable to pay to the company all moneys which at the date of the forfeiture were payable by him to the company in respect of those shares with interest thereon at the rate fixed by the terms of issue of the shares or, if no such rate is fixed, at the rate of 15 per cent. per annum (or such lower rate as the board may decide) from the date of forfeiture until payment, and the company may enforce payment without being under any obligation to make any allowance for the value of the shares forfeited or for any consideration received on their disposal.
34. A statutory declaration that the declarant is a director of the company or the secretary and that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share. The company may receive the consideration (if any) given for the share on its sale, re-allotment or disposition and the board may authorise some person to transfer the share to the person to whom it is sold, reallocated or disposed of and, if the share is in registered form, he shall 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 relating to the forfeiture, sale, re-allotment or disposal.

DISCLOSURE OF INTERESTS IN SHARES

- 35.(A) This article applies where the Company gives to the holder of a share or to any person appearing to be interested in a share a notice requiring any of the information mentioned in section 212 of the Companies Act 1985 (a "section 212 notice").
- (B) If a section 212 notice is given by the Company to a person appearing to be interested in any share, a copy shall at the same time be given to the holder, but the accidental omission to do so or the non-receipt of the copy by the holder shall not prejudice the operation of the following provisions of this article.
- (C) If the holder of, or any person appearing to be interested in, any share has been served with a section 212 notice and, in respect of that share (a "default share"), has been in default for the relevant period in supplying to the Company the information required by the section 212 notice, the restrictions referred to below shall apply. Those restrictions shall continue until:

- (i) the date seven days after the date on which the board is satisfied that the default is remedied; or
 - (ii) the Company is notified that the default shares are the subject of a market transfer; or
 - (iii) the board decides to waive those restrictions, in whole or in part.
- (D) The restrictions referred to above are as follows:
- (i) if the default shares in which any one person is interested or appears to the Company to be interested represent less than 0.25 per cent. of the issued shares of the class, the holders of the default shares shall not be entitled, in respect of those shares, to attend or to vote, either personally or by proxy, at any general meeting or at any separate general meeting of the holders of any class of shares in the Company, or to exercise any other right conferred by membership in relation to meetings of the Company; or
 - (ii) if the default shares in which any one person is interested or appears to the Company to be interested represent at least 0.25 per cent. of the issued shares of the class, the holders of the default shares shall not be entitled, in respect of those shares:
 - (a) to attend or to vote, either personally or by proxy, at any general meeting or at any separate general meeting of the holders of any class of shares in the Company, or to exercise any other right conferred by membership in relation to meetings of the Company; or
 - (b) to receive any dividend or other distribution; or
 - (c) to transfer or agree to transfer any of those shares or any rights in them.

The restrictions in sub-paragraphs (i) and (ii) above shall not prejudice the right of either the member holding the default shares or, if different, any person having a power of sale over those shares to sell or agree to sell those shares under a market transfer.

- (E) If any dividend or other distribution is withheld under paragraph (D)(ii) above, the member shall be entitled to receive it as soon as practicable after the restrictions contained in paragraph (D)(ii) cease to apply.
- (F) If, while any of the restrictions referred to above apply to a share, another share is allotted in right of it (or in right of any share to which this paragraph applies), the same restrictions shall apply to that other share as if it were a default share. For this purpose, shares which the Company allots, or procures to be offered, *pro rata* (disregarding fractional entitlements and shares not offered to certain members by reason of legal or practical problems associated with issuing or offering shares outside the United Kingdom) to holders of shares of the same class as the default share shall be treated as shares allotted in right of existing shares from the date on which the allotment is unconditional or, in the case of shares so offered, the date of the acceptance of the offer.

(G) For the purposes of this article:

- (i) a "market transfer" in relation to any share is a transfer pursuant to:
 - (a) a sale of the share on a recognised investment exchange (as defined in the Financial Services Act 1986) or on any stock exchange outside the United Kingdom on which shares of that class are listed or normally traded; or
 - (b) a sale of the whole beneficial interest in the share to a person whom the board is satisfied is unconnected with the existing holder or with any other person appearing to be interested in the share; or
 - (c) a takeover offer (as defined for the purposes of Part XIII A of the Companies Act 1985) which relates to the share;
- (ii) the "relevant period" shall be, in a case falling within paragraph (D)(i) above, 28 days and, in a case falling within paragraph (D)(ii) above, 14 days after the date of service of the section 212 notice;
- (iii) the percentage of the issued shares of a class represented by a particular holding shall be calculated by reference to the shares in issue at the time when the section 212 notice is given; and
- (iv) a person shall be treated as appearing to be interested in any share if the Company has given to the member holding such share a section 212 notice and either (i) the member has named the person as being interested in the share or (ii) (after taking into account any response to any section 212 notice and any other relevant information) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the share.

(H) The provisions of this article are without prejudice to the provisions of section 216 of the Companies Act 1985 and, in particular, the Company may apply to the court under section 216(1) whether or not these provisions apply or have been applied.

TRANSFER OF SHARES

- 36. Subject to such of the restrictions of these articles as may be applicable, any member may transfer all or any of his shares by an instrument of transfer in any usual form or in any other form which the board may approve.
- 37. The instrument of transfer of a share shall be executed by or on behalf of the transferor and (in the case of a partly paid share) the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect of it. All instruments of transfer, when registered, may be retained by the company.
- 38. The board may, in its absolute discretion and without giving any reason for so doing, decline to register any transfer of any share which is not a fully paid share.
- 39. The board may also decline to register any transfer unless:

- (a) the instrument of transfer is lodged with the company accompanied by the certificate for the shares to which it relates and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer,
 - (b) the instrument of transfer is in respect of only one class of share, and
 - (c) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four.
40. If the board declines to register a transfer it shall, within two months after the date on which the instrument of transfer was lodged, send to the transferee notice of the refusal.
41. No fee shall be charged by the company for registering any transfer or other document relating to or affecting the title to any share or for making any other entry in the register.

TRANSMISSION OF SHARES

42. If a member dies, the survivor or survivors, where he was a joint holder, and his personal representatives, where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the company as having any title to his shares; but nothing contained in these articles shall release the estate of a deceased holder from any liability in respect of any share held by him solely or jointly with other persons.
43. Where the entitlement of a person to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law is proved to the satisfaction of the board, the board shall within two months after proof cause the entitlement of that person to be noted in the register.
44. Any person entitled by transmission to a share may, subject as provided elsewhere in these articles, elect either to become the holder of the share or to have some person nominated by him registered as the holder. If he elects to be registered himself, he shall give notice to the company to that effect. If he elects to have another person registered, he shall execute an instrument of transfer of the share in favour of that person. All the provisions of these articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if the death or bankruptcy of the member or other event giving rise to the transmission had not occurred and the notice or instrument of transfer was an instrument of transfer executed by the member.
45. Where a person becomes entitled by transmission to a share, the rights of the holder in relation to that share shall cease, but the person entitled by transmission to the share may give a good discharge for any dividends or other moneys payable in respect of it and shall have the same rights in relation to the share as he would have had if he were the holder of it save that, until he becomes the holder, he shall not be entitled in respect of the share to attend or vote at any general meeting of the company or at any separate general meeting of the holders of any class of shares in the company. The board may at any time give notice requiring the person to elect either to be registered himself or to transfer the share and if the notice is not complied with within sixty days the board may withhold payment of all dividends and other moneys payable in respect of the share until the requirements of the notice have been complied with.

ALTERATION OF SHARE CAPITAL

46. The company may from time to time by ordinary resolution:
- (a) increase its share capital by such sum to be divided into shares of such amount as the resolution shall prescribe;
 - (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of the Companies Acts, sub-divide its shares or any of them into shares of smaller amount than is fixed by its memorandum of association and so that the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage or be subject to any restriction as compared with the others; and
 - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
47. Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the board may deal with the fractions as it thinks fit and in particular may sell the shares representing the fractions to any person (including, subject to the provisions of the Companies Acts, the company) and distribute the net proceeds of sale in due proportion among those members and the board may authorise some person to transfer or deliver the shares to, or in accordance with the directions of, the purchaser. The person to whom any shares are transferred or delivered shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any irregularity in, or invalidity of, the proceedings relating to the sale.
48. Subject to the provisions of the Companies Acts, the company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

49. Subject to the provisions of the Companies Acts, the company may purchase all or any of its shares of any class, including any redeemable shares. Every contract for the purchase of, or under which the company may become entitled or obliged to purchase, shares in the company shall be authorised by such resolution of the company as may be required by the Companies Acts and by an extraordinary resolution passed at a separate general meeting of the holders of any shares which at the date on which the contract is authorised by the company in general meeting entitle them, either immediately or at any time later on, to convert all or any of the shares of that class held by them into equity share capital of the company. Neither the company nor the board shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Notwithstanding anything to the contrary contained in these articles, the rights attached to any class of shares shall be deemed not to be varied by anything done by the company pursuant to this paragraph of this article.

UNTRACED SHAREHOLDERS

50. The company may sell any shares in the company on behalf of the holder of, or person entitled by transmission to, the shares by instructing a member of The Stock Exchange to sell them in accordance with the best practice then obtaining if:

- (a) the shares have been in issue throughout the qualifying period and at least three cash dividends have become payable on the shares during the qualifying period,
- (b) no cash dividend payable on the shares has either been claimed by presentation to the paying bank of the relative cheque or warrant or been satisfied by the transfer of funds to a bank account designated by the holder of, or person entitled by transmission to, the shares at any time during the relevant period,
- (c) so far as any director of the company at the end of the relevant period is then aware, the company has not at any time during the relevant period received any communication from the holder of, or person entitled by transmission to, the shares,
- (d) the company has caused two advertisements to be published, one in a national newspaper and the other in a newspaper circulating in the area of the address of the holder of, or person entitled by transmission to, the shares shown in the register, giving notice of its intention to sell the shares and a period of three months has elapsed from the date of publication of the advertisements or of the last of the two advertisements to be published if they are published on different dates, and
- (e) the company has given notice to the Quotations Department of The Stock Exchange of its intention to make the sale.

For the purpose of this paragraph of this article:

publication of the advertisements referred to in sub-paragraph (d) above or of the first of the "the qualifying period" means the period of twelve years immediately preceding the date of two advertisements to be published if they are published on different dates; and

"the relevant period" means the period beginning at the commencement of the qualifying period and ending on the date when all the requirements of sub-paragraphs (a) to (e) above have been satisfied.

- (f) If, after the publication of either or both of the advertisements referred to in sub-paragraph (d) above but before the company has become entitled to sell the shares pursuant to this paragraph of this article, the requirements of sub-paragraph (b) or (c) above cease to be satisfied, the company may nevertheless sell those shares after the requirements of sub-paragraphs (a) to (e) above have been satisfied afresh in relation to them.
- (g) If during any relevant period further shares have been issued in right of those held at the beginning of that relevant period or of any previously so issued during that relevant period and all the requirements of sub-paragraphs (b) to (e) above have been satisfied in regard to the further shares, the company may also sell the further shares.

- (h) To give effect to any sale of shares pursuant to this paragraph of this article the board may authorise some person to transfer the shares in question and an instrument of transfer executed by that person shall be as effective as if it had been executed by the holder of, or person entitled by transmission to, the shares. The purchaser shall not be bound to see to the application of the purchase moneys nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of sale shall belong to the company and, upon their receipt, the company shall become indebted to the former holder of, or person entitled by transmission to, the shares for an amount equal to the net proceeds. No trust shall be created in respect of the debt and no interest shall be payable in respect of it and the company shall not be required to account for any moneys earned from the net proceeds which may be employed in the business of the company or as it thinks fit.

51. The company may cease to send any cheque or warrant through the post for any dividend payable on any shares in the company which is normally paid in that manner on those shares if in respect of at least two consecutive dividends payable on those shares the cheques or warrants have been returned undelivered or remain uncashed but, subject to the provisions of these articles, shall recommence sending cheques or warrants in respect of those shares if the holder or person entitled by transmission claims the arrears of dividend and does not instruct the company to pay future dividends in some other way.

GENERAL MEETINGS

52. Any general meeting of the company other than an annual general meeting shall be called an extraordinary general meeting.
53. The board shall convene and the company shall hold general meetings as annual general meetings in accordance with the requirements of the Companies Acts.
54. The board may convene an extraordinary general meeting whenever it thinks fit and, upon receipt of a requisition of members pursuant to the provisions of the Companies Acts, shall forthwith proceed to do so for a date not later than eight weeks after deposit of the requisition at the office.

NOTICE OF GENERAL MEETINGS

55. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by not less than twenty-one clear days' notice in writing. All other extraordinary general meetings shall be called by not less than fourteen clear days' notice in writing. The notice shall specify the place, day and time of the meeting, and the general nature of the business to be transacted. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the company, and also to the auditors or, if more than one, each of them.

Notwithstanding that a meeting of the company is called by shorter notice than that specified in this article, it shall be deemed to have been properly called if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.
56. The accidental omission to give notice of a meeting or (in cases where instruments of proxy are sent out with the notice) the accidental omission to send an instrument of proxy to, or the non-receipt of either or both by, any person entitled to receive the notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

57. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a chairman which shall not be treated as part of the business of the meeting. Save as otherwise provided by these articles, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes.
58. If within five minutes (or such longer time not exceeding one hour as the chairman of the meeting may decide to wait) after the time appointed for the commencement of the meeting a quorum is not present, the meeting shall stand adjourned to such other day (not being less than fourteen nor more than twenty-eight days later) and at such other time or place as the chairman of the meeting may decide and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. The company shall give not less than seven clear days' notice in writing of any meeting adjourned through want of a quorum and the notice shall state that one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum.
59. The chairman (if any) of the board or, in his absence, a deputy chairman (if any) shall preside as chairman at every general meeting. If there is no chairman or deputy chairman, or if at any meeting neither the chairman nor any deputy chairman is present within five minutes after the time appointed for the commencement of the meeting, or if neither the chairman nor any deputy chairman is willing to act as chairman, the directors present shall choose one of their number to act, or if one director only is present he shall preside as chairman if willing to act. If no director is present, or if each of the directors present declines to take the chair, the persons present and entitled to vote shall appoint one of their number to be chairman.
60. Each director shall be entitled to attend and speak at any general meeting of the company and at any separate general meeting of the holders of any class of shares in the company.
61. 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 except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for three months or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

62. Save as expressly provided by these articles, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING

63. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, on a show of hands every member who is present in person at a general meeting of the company shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every 5p nominal amount of share capital of which he is the holder.
64. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is properly demanded. Subject to the Companies Acts, a poll may be demanded by:
- (a) the chairman of the meeting, or
 - (b) at least three members present in person or by proxy and entitled to vote, or
 - (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting, or
 - (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against the resolution.

65. If a poll is properly demanded it shall be taken in such manner as the chairman shall direct and he may appoint scrutineers who need not be members. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
66. 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 either forthwith or on such date (being not later than thirty days after the date of the demand) and at such time and place as the chairman shall direct. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll.
67. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded, and it may be withdrawn with the consent of the chairman at any time before the close of the meeting or the taking of the poll, whichever is the earlier, and in that event shall not invalidate the result of a show of hands declared before the demand was made.

68. On a poll votes may be given either personally or by proxy.
69. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the 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 in respect of the joint holding.
70. A member in respect of whom an order has been made by any competent court or official on the ground that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs may vote, whether on a *show* of hands or on a poll, by any person authorised in such circumstances to do so on his behalf and that person may vote on a poll by proxy. Evidence to the satisfaction of the board of the authority of the person claiming to exercise the right to vote shall be delivered at the office (or at such other place as may be specified in accordance with these articles for the delivery of instruments appointing a proxy) not later than the last time at which an instrument of proxy could be so delivered in order to be valid.
71. No member shall, unless the board otherwise decides, be entitled to vote at any general meeting of the company or at any separate general meeting of the holders of any class of shares in the company unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
72. If:
- (a) - any objection shall be raised to the qualification of any voter or
 - (b) any votes have been counted which ought not to have been counted or which might have been rejected or
 - (c) any votes are not counted which ought to have been counted,

the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless it is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be conclusive.

PROXIES

73. An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign it.
74. The instrument appointing a proxy and (if required by the board) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the board, may be delivered to the office (or to such other place in the United Kingdom as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any accompanying document) not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the

instrument proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than twenty-four hours before the time appointed for the taking of the poll and an instrument of proxy which is not so delivered shall be invalid. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share: if the company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share.

75. No instrument appointing a proxy shall be valid after twelve months have elapsed from the date named in it as the date of its execution. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned.
76. Instruments of proxy shall be in any usual form or in such other form as the board may approve and the board may, if it thinks fit, but subject to the provisions of the Companies Acts, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in it, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
77. A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice in writing of the determination was received by the company at the office (or such other place in the United Kingdom as was specified for the delivery of instruments of proxy in the notice convening the meeting or other accompanying document) one hour at least before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

NUMBER OF DIRECTORS

78. Unless otherwise determined by ordinary resolution of the company, the directors (disregarding alternate directors) shall be not less than two.

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

79. Subject to the provisions of these articles, the company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these articles.
80. Without prejudice to the power of the company in general meeting pursuant to any of the provisions of these articles to appoint any person to be a director, the board may appoint any person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing board, but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these articles. Any director so appointed shall hold office only until the next following annual general meeting but shall not be taken into account in determining the directors or the number of directors who are to retire by rotation at that meeting.

81. At every annual general meeting one-third of the directors or, if their number is not three or any multiple of three, then the number nearest to one-third shall retire from office but, if there is only one director who is subject to retirement by rotation, he shall retire.
82. Subject to the provisions of the Companies Acts and of these articles, the directors to retire by rotation on each occasion shall be those who have been longest in office since their last appointment or reappointment but, as between persons who became or were last reappointed directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. The directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the board at the date of the notice convening the annual general meeting and no director shall be required to retire or be relieved from retiring by reason of any change in the number or identity of the directors after the date of the notice but before the close of the meeting.
83. Subject to the provisions of these articles, the company at the meeting at which a director retires by rotation may fill the vacated office and in default the retiring director shall, if willing to continue to act, be deemed to have been reappointed, unless at such meeting it is expressly resolved not to fill the vacated office or unless a resolution for the reappointment of that director has been put to the meeting and lost.
84. In addition to any power of removal conferred by the Companies Acts, the company may by ordinary resolution (of which special notice has been given) remove any director before the expiration of his period of office and may (subject to these articles) by ordinary resolution appoint another person who is willing to act to be a director in his place. Any person so appointed shall be treated, for the purpose of determining the time at which he or any other director is to retire, as if he had become a director on the day on which the person in whose place he is appointed was last appointed or reappointed a director.
85. No person other than a director retiring at the meeting (whether by rotation or otherwise) shall be appointed or reappointed a director at any general meeting unless
 - (a) he is recommended by the board or
 - (b) not less than seven nor more than forty-two clear days before the day appointed for the meeting, notice executed by a member qualified to vote at the meeting (not being the person to be proposed) has been given to the secretary of the intention to propose that person for appointment or reappointment together with notice executed by that person of his willingness to be appointed or reappointed.
86. A director who retires (whether by rotation or otherwise) at an annual general meeting may, if willing to continue to act, be reappointed. If he is not reappointed or deemed to be reappointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

DIRECTORS' SHAREHOLDING QUALIFICATION

87. No shareholding qualification for directors shall be required.

DISQUALIFICATION OF DIRECTORS

88. Without prejudice to the provisions for retirement by rotation or otherwise contained in these articles, the office of a director shall be vacated if:
- (a) he resigns his office by notice in writing delivered to the office or tendered at a meeting of the board, or
 - (b) he becomes of unsound mind or a patient for any purpose of any statute relating to mental health and the board resolves that his office is vacated, or
 - (c) he is absent without the permission of the board from meetings of the board (whether or not an alternate director appointed by him attends) for twelve consecutive months and the board resolves that his office is vacated, or
 - (d) he becomes bankrupt or compounds with his creditors generally, or
 - (e) he is prohibited by law from being a director, or
 - (f) by notice in writing delivered to the office or tendered at a meeting of the board, his resignation is requested by all of the other directors and all of the other directors are not less than three in number; or
 - (g) he ceases to be a director by virtue of the Companies Acts or is removed from office pursuant to these articles.

ALTERNATE DIRECTORS

- 89.(A) Each director shall have the power to appoint any person to be his alternate and may at his discretion remove an alternate director so appointed. If the alternate director is not already a director, the appointment, unless previously approved by the board, shall have effect only upon and subject to its being so approved. Any appointment or removal of an alternate director shall be effected by notice in writing executed by the appointor and delivered to the office or tendered at a meeting of the board, or in any other manner approved by the board. If his appointor so requests, an alternate director shall be entitled to receive notice of all meetings of the board or of committees of the board of which his appointor is a member. He shall also be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present and at the meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at the meeting the provisions of these articles shall apply as if he were a director.
- (B) Every person acting as an alternate director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the provisions of these articles relating to directors and shall alone be responsible to the company for his acts and defaults and shall not be deemed to be the agent of or for the director appointing him. An alternate director may be paid expenses and shall be entitled to be indemnified by the company to the same extent *mutatis mutandis* as if he were a director but shall not be entitled to receive from the company any fee in his capacity as an alternate director.

- (C) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director. Execution by an alternate director of any resolution in writing of the board or a committee of the board shall, unless the notice of his appointment provides to the contrary, be as effective as execution by his appointor.
- (D) An alternate director shall ipso facto cease to be an alternate director if his appointor ceases for any reason to be a director except that, if at any meeting any director retires by rotation or otherwise but is reappointed or deemed to be reappointed at the same meeting, any appointment made by him pursuant to this article which was in force immediately before his retirement shall remain in force as though he had not retired.

EXECUTIVE DIRECTORS

- 90. The board may from time to time appoint one or more of its body to hold any employment or executive office with the company (including that of a managing director) for such period (subject to the provisions of the Companies Acts) and upon such other terms as the board may decide and may revoke or terminate any appointment so made. Any revocation or termination of the appointment shall be without prejudice to any claim for damages that the director may have against the company or the company may have against the director for any breach of any contract of service between him and the company which may be involved in the revocation or termination. A director so appointed shall receive such remuneration (whether by way of salary, commission, participation in profits or otherwise) as the board may decide, and either in addition to or in lieu of his remuneration as a director.

DIRECTORS' FEES

- 91. Each of the directors shall be paid a fee at such rate as may from time to time be determined by the board provided that the aggregate of all fees so paid to directors (excluding amounts payable under any other provision of these articles) shall not exceed £150,000 per annum or such higher amount as may from time to time be decided by ordinary resolution of the company.

ADDITIONAL REMUNERATION AND EXPENSES

- 92. Any director who, by request, goes or resides abroad for any purposes of the company or who performs services which in the opinion of the board go beyond 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 board may determine in addition to any remuneration provided for by or pursuant to any other article.
- 93. Each director may be paid his reasonable travelling, hotel and incidental expenses of attending and returning from meetings of the board or committees of the board or general meetings of the company or any other meeting which as a director he is entitled to attend and shall be paid all expenses properly and reasonably incurred by him in the conduct of the company's business or in the discharge of his duties as a director. A director may also be paid out of the funds of the company all expenses incurred by him in obtaining professional advice in connection with the affairs of the company or the discharge of his duties as a director.

DIRECTORS' INTERESTS

94. (A) Subject to the provisions of the Companies Acts and of paragraph (J) of this article, no director or proposed or intending director shall be disqualified by his office from contracting with the company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any contract in which any director is in any way interested be liable to be avoided, nor shall any director who is so interested be liable to account to the company or the members for any remuneration, profit or other benefit realised by the contract by reason of the director holding that office or of the fiduciary relationship thereby established.
- (B) A director may hold any other office or place of profit with the company (except that of Auditor) in conjunction with his office of director for such period (subject to the provisions of the Companies Acts) and upon such other terms as the board may decide, and may be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the board may decide, and either in addition to or in lieu of any remuneration provided for by or pursuant to any other article.
- (C) A director of the company may be or become a director or other officer of, or otherwise interested in, any company promoted by the company or in which the company may be interested or as regards which it has any power of appointment, and shall not be liable to account to the company or the members for any remuneration, profit or other benefit received by him as a director or officer of or from his interest in the other company. The board may also cause any voting power conferred by the shares in any other company held or owned by the company or any power of appointment to be exercised in such manner in all respects as it thinks fit, including the exercise of the voting power or power of appointment in favour of the appointment of the directors or any of them as directors or officers of the other company, or in favour of the payment of remuneration to the directors or officers of the other company.
- (D) A director may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director.
- (E) A director shall not vote on or be counted in the quorum in relation to any resolution of the board concerning his own appointment, or the settlement or variation of the terms or the termination of his own appointment, as the holder of any office or place of profit with the company or any other company in which the company is interested but, where proposals are under consideration concerning the appointment, or the settlement or variation of the terms or the termination of the appointment, of two or more directors to offices or places of profit with the company or any other company in which the company is interested, a separate resolution may be put in relation to each director and in that case each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution unless it concerns his own appointment or the settlement or variation of the terms or the termination of his own appointment or the appointment of another director to an office or place of profit with a company in which the company is interested and the director seeking to vote or be counted in the quorum owns one per cent. or more of it.
- (F) Save as otherwise provided by these articles, a director shall not vote on, or be counted in the quorum in relation to, any resolution of the board in respect of any contract in which he knows he and/or any person connected with him has to his knowledge a material interest and, if he

shall do so, his vote shall not be counted, but this prohibition shall not apply to any resolution concerning any of the following matters:

- (i) the giving to him of any guarantee, indemnity or security in respect of money lent or obligations undertaken by him or by any other person at the request of, or for the benefit of, the company or any of its subsidiary undertakings,
- (ii) the giving to a third party of any guarantee, indemnity or security in respect of a debt or obligation of the company or any of its subsidiary undertakings for which he himself or any connected person has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security,
- (iii) the subscription or purchase by him or any connected person of shares, debentures or other securities of the company pursuant to an offer or invitation to members or debenture holders of the company, or any class of them, or to the public or any section of the public,
- (iv) the underwriting by him or any connected person of any shares, debentures or other securities of the company or any of its subsidiaries,
- (v) any proposal concerning the granting to him of any indemnity pursuant to the provisions of Article 138 hereof or concerning any insurance which the Company is empowered to purchase and/or maintain for, or for the benefit of, any Directors of the Company or for persons who include Directors,
- (vi) any contract in which he or any connected person is interested by virtue of his interest in shares or debentures or other securities of the company or by reason of any other interest in or through the company,
- (vii) any contract concerning any other company (not being a company in which the director owns one per cent. or more) in which he or any connected person is interested directly or indirectly whether as an officer, shareholder, creditor or otherwise howsoever,
- (viii) any contract concerning the adoption, modification or operation of a pension fund or retirement death or disability benefits scheme which has been approved by the Inland Revenue or is conditional upon such approval or relates both to directors and employees of the company or of any of its subsidiaries and does not provide in respect of any director as such any privilege or advantage not accorded to the employees to which the fund or scheme relates, and
- (ix) any contract for the benefit of employees of the company or of any of its subsidiaries which has been approved by the Inland Revenue or is conditional upon such approval or he benefits in a similar manner as the employees and which does not accord to any director as such any privilege or advantage not accorded to the employees to whom the contract relates.

For the purposes of this paragraph and paragraph (G) below, a person is a "connected person" in relation to a director if that person is deemed to be connected with that director within the meaning of section 346 of the Companies Act 1985.

- (G) A company shall be deemed to be one in which a director owns one per cent. or more if and so long as (but only if and so long as) the director, together with any connected person is (either directly or indirectly) the holder of or beneficially interested in one per cent. or more of any class of the equity share capital of that company or of the voting rights available to members of that company. For the purpose of this paragraph of this article there shall be disregarded any shares held by the director or a connected person as bare or custodian trustee and in which he has no beneficial interest, any shares comprised in a trust in which the interest of the director or connected person is in reversion or remainder if and so long as some other person is entitled to receive the income of the trust and any shares comprised in an authorised unit trust scheme in which the director or connected person is interested only as a unit holder.
- (H) Where a company in which a director holds one per cent. or more is materially interested in a contract, he also shall be deemed materially interested in that contract.
- (I) If any question shall arise at any meeting of the board as to the materiality of the interest of a director (other than the chairman of the meeting) or as to the entitlement of any director (other than the chairman of the meeting) to vote or be counted in the quorum and the question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, the question shall be referred to the chairman of the meeting and his ruling in relation to the director concerned shall be conclusive except in a case where the nature or extent of his interest (so far as it is known to him) has not been fairly disclosed to the board. If any question shall arise in respect of the chairman of the meeting, the question shall be decided by a resolution of the board (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be conclusive except in a case where the nature or extent of the interest of the chairman (so far as it is known to him) has not been fairly disclosed to the board.
- (J) A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract with the company shall declare the nature of his interest at the meeting of the board at which the question of entering into the contract is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the board after he knows that he is or has become so interested. For the purposes of this article, a general notice to the board by a director to the effect that (a) he is a member of a specified company or firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm or (b) he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration of interest under this article in relation to any such contract; provided that no such notice shall be effective unless either it is given at a meeting of the board or the director takes reasonable steps to secure that it is brought up and read at the next board meeting after it is given.
- (K) References in this article to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract.
- (L) The company may by ordinary resolution suspend or relax the provisions of this article to any extent or ratify any contract not properly authorised by reason of a contravention of this article.

POWERS AND DUTIES OF THE BOARD

95. Subject to the provisions of the Companies Acts, the memorandum of association of the company and these articles and to any directions given by the company in general meeting by special resolution, the business of the company shall be managed by the board which may exercise all the powers of the company whether relating to the management of the business of the company or not. The alteration of the memorandum of association or these articles or the passing of a special resolution shall not invalidate any prior act of the board which would have been valid if that alteration had not been made or that resolution had not been passed. The powers given by this article shall not be limited by any special power given to the board by any other article.
96. The board may establish local or divisional boards or agencies for managing any of the affairs of the company, either in the United Kingdom or elsewhere, and may appoint any persons to be members of the local or divisional boards, or any managers or agents, and may fix their remuneration. The board may delegate to any local or divisional board, manager or agent any of the powers, authorities and discretions vested in or exercisable by the board, with power to sub-delegate, and may authorise the members of any local or divisional board, or any of them, to fill any vacancies and to act notwithstanding vacancies. Any appointment or delegation made pursuant to this article may be made upon such terms and subject to such conditions as the board may decide and the board may remove any person so appointed and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation shall be affected by it.
97. The board may, by power of attorney or otherwise, appoint any person to be the agent of the company upon such terms (including terms as to remuneration) as it may decide and may delegate to any person so appointed any of the powers, authorities and discretions vested in or exercisable by the board, including power to sub-delegate. The board may remove any person appointed under this article and may revoke or vary the delegation but no person dealing in good faith and without notice of the revocation or variation shall be affected by it.
98. The board may entrust to and confer upon any director any of the powers, authorities and discretions vested in or exercisable by it upon such terms and conditions and with such restrictions as it thinks fit, and either collaterally with, or to the exclusion of, its own powers, authorities and discretions and may from time to time revoke or vary all or any of them but no person dealing in good faith and without notice of the revocation or variation shall be affected by it.
99. The company may exercise all the powers conferred by the Companies Acts with regard to having official seals, and those powers shall be vested in the board.
100. Subject to the provisions of the Companies Acts, the company may keep an overseas or local or other register in any place, and the board may make and vary such regulations as it may think fit respecting the keeping of the register.
101. The board shall cause minutes or records to be made in books provided for the purpose:
- (a) of the names of the directors present at each meeting of the board or committee of the board, and

- (b) of all resolutions and proceedings at all meetings of the company and of the holders of any class of shares in the company and of the board and of any committee of the board.
102. The board may by resolution exercise any power conferred by the Companies Acts to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.
103. The board may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director provided that no benefits (except such as may be provided for by any other article) may be granted to or in respect of a director or former director who has not been employed by, or held an executive or other office or place of profit under, the company or any body corporate which is or has been its subsidiary or any predecessor in business of the company or any such body corporate without the approval of an ordinary resolution of the company. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.

BORROWING POWERS

104. The board may exercise all the powers of the company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the company and, subject to the Companies Acts, to issue debentures and other securities, whether outright or as collateral security for any debt, liability or obligation of the company or of any third party.

The board shall restrict the borrowings of the company and exercise all voting and other rights or powers of control exercisable by the company in relation to its subsidiaries (if any) so as to secure (but as regards subsidiaries only in so far as by the exercise of the rights or powers of control the board can secure) that the aggregate principal amount from time to time outstanding of all borrowings by the group (exclusive of borrowings owing by one member of the group to another member of the group) shall not at any time without the previous sanction of an ordinary resolution of the company exceed an amount equal to whichever is the greater of £80,000,000 and twice the adjusted capital and reserves.

For the purposes of this paragraph of this article:

- (a) "the adjusted capital and reserves" means the aggregate from time to time of:
- (i) the amount paid up on the issued share capital of the company, and
 - (ii) the amount standing to the credit of the reserves including any share premium account, capital redemption reserve and credit balance on profit and loss account

all as shown by the then latest audited balance sheet but after:

- (iii) deducting from the aggregate any debit balance on profit and loss account subsisting at the date of that audited balance sheet except to the extent that a deduction has already been made on that account, and
 - (iv) making such adjustments as may be appropriate to reflect any variation in the amount of the paid up share capital, share premium account or capital redemption reserve since the date of the audited balance sheet and so that for this purpose if any allotment or proposed allotment of shares for cash has been underwritten then, at any time when the underwriting of such shares shall be unconditional, such shares shall be deemed to have been allotted and the amount (including any premium) of the subscription moneys payable in respect thereof (not being moneys payable later than four months after the date of allotment) shall be deemed to have been paid up to the extent that the underwriters are liable therefor;
- (b) "borrowings" include not only borrowings but also the following except in so far as otherwise taken into account:
- (i) the nominal amount of any issued share capital and the principal amount of any debentures or borrowed moneys, the beneficial interest in which is not for the time being owned by a member of the group, of any person and the payment or repayment of which is the subject of a guarantee or indemnity by a member of the group (not being any such guarantee, indemnity or obligation as is referred to in paragraph (vi) below),
 - (ii) the outstanding amount raised by acceptances by any bank or accepting house under any acceptance credit opened on behalf of and in favour of any member of the group,
 - (iii) the principal amount of any debenture (whether secured or unsecured) of a member of the group owned otherwise than by a member of the group,
 - (iv) the principal amount of any preference share capital of any subsidiary owned otherwise than by a member of the group, and
 - (v) any fixed or minimum premium payable on final repayment of any borrowing or deemed borrowing;
- but do not include:
- (vi) any amount which is the subject of any guarantee, indemnity or other obligation to pay money given or entered into by any member of the group relating to any costs, expenses or liabilities that might be incurred by any other person acting as agent for or on the instructions of any member of the group in connection with the sale or purchase of any shares, debentures or other securities or any other assets in the ordinary course of business, if and to the extent that the person to whom such guarantee, indemnity or obligation has been given or extended has not sought to recover any such amount pursuant thereto from any member of the group,

- (vii) borrowings incurred by any member of the group for the purpose of repaying within six months of the borrowing the whole or any part of any borrowings of that or any other member of the group for the time being outstanding, pending their application for that purpose within that period,
 - (viii) borrowings incurred by any member of the group for the purpose of financing any contract in respect of which any part of the price receivable under the contract by that or any other member of the group is guaranteed or insured by the Export Credits Guarantee Department or by any other governmental department or agency fulfilling a similar function, up to an amount equal to that part of the price receivable under the contract which is so guaranteed or insured, or
 - (ix) borrowings incurred by any member of the group in the ordinary course of its business which are repayable on demand or at any time upon not more than seven days' notice;
- (c) when the aggregate principal amount of borrowings required to be taken into account on any particular date is being ascertained, any particular borrowing then outstanding which is denominated or repayable in a currency other than sterling shall be notionally converted into sterling at the rate of exchange prevailing in London on the day before that date or, if it would result in a lower figure, at the rate of exchange prevailing in London on the day six months before that date and so that for these purposes the rate of exchange shall be taken as the spot rate in London recommended by a London clearing bank, selected by the board, as being the most appropriate rate for the purchase by the company of the currency in question for sterling on the day in question or, if that is not a business day, on the last business day before the day in question;
- (d) where under the terms of any borrowing the amount of money that would be required to discharge the principal amount of the borrowing in full if it fell to be repaid by reason of an event of default on the date as at which the calculation is being made is less than the amount that would otherwise be taken into account in respect of that borrowing, the amount of that borrowing to be taken into account shall be the smaller amount;
- (e) "audited balance sheet" means the audited balance sheet of the company prepared for the purposes of the Companies Acts or, if an audited consolidated balance sheet dealing with the state of affairs of the company and all its subsidiaries to be dealt with in group accounts has been prepared for those purposes for the same financial year, that audited consolidated balance sheet, in which event all references to reserves and profit and loss account shall be deemed to be references to consolidated reserves and consolidated profit and loss account respectively and any amounts attributable to outside interests in subsidiaries shall be excluded;
- (f) the company may from time to time change the accounting convention on which the audited balance sheet is based provided that any new convention adopted complies with the requirements of the Companies Acts: if the company should prepare its main audited balance sheet on the basis of one convention, but a supplementary audited balance sheet on the basis of another, the main audited balance sheet shall be taken as the audited balance sheet;

- (g) "the group" means the company and its subsidiaries (if any); and
- (h) a certificate or report by the auditors as to the amount of the adjusted capital and reserves or the amount of any borrowings or to the effect that the limit imposed by this paragraph of this article has not been or will not be exceeded at any particular time or times shall be conclusive evidence of the amount or of that fact.

Notwithstanding the foregoing no lender or other person dealing with the company shall be concerned to see or inquire whether the limit imposed by this paragraph of this article is observed and no borrowing incurred or security given in excess of that limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the borrowing was incurred or security given that the limit had been or was thereby exceeded.

PROCEEDINGS OF THE BOARD

- 105. The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director at any time may, and the secretary on the requisition of a director at any time shall, summon a board meeting.
- 106. Notice of a board meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the company for this purpose. A director absent or intending to be absent from the United Kingdom may request the board that notices of board meetings shall during his absence be sent in writing to him at an address given by him to the company for this purpose, but such notices need not be given any earlier than notices given to directors not so absent and if no request is made to the board it shall not be necessary to give notice of a board meeting to any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively.
- 107. The quorum necessary for the transaction of the business of the board may be fixed by the board and, unless so fixed at any other number, shall be two. Subject to the provisions of these articles, any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the board meeting if no other director objects and if otherwise a quorum of directors would not be present.
- 108. The continuing directors or a sole continuing director may act notwithstanding any vacancy in their number but, if and so long as the number of directors is reduced below the minimum number fixed by or in accordance with these articles, the continuing directors or director, notwithstanding that the number of directors is below the number fixed by or in accordance with these articles as the quorum or that there is only one continuing director, may act for the purpose of filling vacancies or of summoning general meetings of the company but not for any other purpose.
- 109. The board may appoint a chairman and deputy chairman or deputy chairmen of its meetings and fix the period for which they are respectively to hold office. If no chairman or deputy chairman is appointed, or if at any meeting neither the chairman nor any deputy chairman is present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be chairman of the meeting.

110. A meeting of the board at which a quorum is present shall be competent to exercise all the powers, authorities and discretions for the time being vested in or exercisable by the board.
111. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have an additional or casting vote.
112. The board may delegate any of its powers, authorities and discretions to any committee, consisting of such person or persons (whether a member or members of its body or not) as it thinks fit, provided that the majority of the members of the committee are directors of the company and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors of the company. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the board.
113. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions contained in these articles for regulating the meetings and proceedings of the board so far as the same are applicable and are not superseded by any regulations imposed by the board under the last preceding article.
114. All or any of the members of the Board, or any committee of the Board, may participate in a meeting of the directors or of any such committee by means of a conference telephone or similar communications equipment which allows all persons participating in the meeting to hear and be heard by each other, or by a series of telephone calls from the chairman of the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and shall be entitled to vote. Such a meeting shall be deemed to take place where the Chairman of the meeting is present.
115. A resolution in writing executed by all the directors for the time being entitled to receive notice of a meeting of the board (if that number is sufficient to constitute a quorum) or by all the members of a committee for the time being shall be as valid and effectual as a resolution passed at a meeting of the board or, as the case may be, of the committee properly called and constituted. The resolution may be contained in one document or in several documents in like form each executed by one or more of the directors or members of the committee concerned.
116. All acts done by the board or by any committee or by any person acting as a director or member of a committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the board or committee or person so acting or that they or any of them were disqualified or had vacated office, be as valid as if each such member or person had been properly appointed and was qualified and had continued to be a director or member of the committee.

SEALS

- 117.(A) The board shall provide for the custody of every seal. A seal shall only be used by the authority of the board or of a committee of the board authorised by the board in that behalf. Subject as otherwise provided in these articles, any instrument to which the common seal is applied shall be signed by at least one director and the secretary or by at least two directors, and any instrument to which an official seal is applied need not, unless the board for the time being otherwise decides or the law otherwise requires, be signed by any person.

- (B) Where the Companies Acts so permit, any instrument or document signed by at least one director and the secretary, or by two directors, and expressed (using any form of words) to be executed by the Company shall have the same effect as if executed under the seal, provided that no instrument or document which makes it clear on its face that it is intended to have effect as a deed shall be so signed without the authority of the board of directors or a duly authorised committee thereof. Any such instrument or document to be executed by the Company may have signatures affixed autographically.

DIVIDENDS AND OTHER PAYMENTS

118. Subject to the provisions of the Companies Acts, the company may by ordinary resolution from time to time declare dividends to be paid to the members according to their rights and interests in the profits available for distribution, but no dividend shall be declared in excess of the amount recommended by the board.
119. Subject to the provisions of the Companies Acts, the board may pay such interim dividends as appear to the board to be justified by the financial position of the company and may also pay any dividend payable at a fixed rate at intervals settled by the board whenever the financial position of the company, in the opinion of the board, justifies its payment. If the board acts in good faith, it shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.
120. Except in so far as the rights attaching to, or the terms of issue of, any share otherwise provide:
- (a) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this article as paid up on the share, and
 - (b) all dividends shall be apportioned and paid pro rata according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.
121. The board may deduct from any dividend or other moneys payable to a member by the company on or in respect of any shares all sums of money (if any) presently payable by him to the company on account of calls or otherwise in respect of shares of the company.
122. No dividend or other moneys payable by the company on or in respect of any share shall bear interest against the company.
- 123.(A) Any dividend or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the register in respect of the shares at his address as appearing in the register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every cheque or warrant shall be made payable to the holder or, in the case of joint holders, to the holder whose name stands first on the register in respect of the shares, or to such other person as the holder or joint holders may in writing direct and shall be sent at the risk of the holder(s). Payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the company.

- (B) In addition, any such dividend or other monies payable in cash in respect of shares may be paid to the holder of shares by electronic transfer or through any bank or other funds transfer system or by such other means as the holder or, in the case of joint holders, the holder whose name stands first in the register in respect of the shares, may in writing direct. Payment of dividends in such manner shall be at the risk of the person entitled thereto and the company shall bear no responsibility for any sums lost or delayed in the course of any such transfer or where it has acted on any such directions.
- (C) Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by them.
124. Any dividend unclaimed after a period of twelve years from the date of declaration of the dividend shall be forfeited and shall revert to the company and the payment by the board of any unclaimed dividend or other sum payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect of it.
125. Any general meeting declaring a dividend may, upon the recommendation of the board, by ordinary resolution direct payment or satisfaction of the dividend wholly or in part by the distribution of specific assets, and in particular of paid up shares or debentures of any other company, and the board shall give effect to the direction, and where any difficulty arises in regard to the distribution the board may settle it as it thinks expedient, and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions or may ignore fractions altogether, and may fix the value for distribution purposes of any specific assets to be distributed and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to secure equality of distribution and may vest any specific assets to be distributed in trustees as may seem expedient to the board.

CAPITALISATION OF PROFITS

126. The company may, upon the recommendation of the board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution and accordingly that the amount to be capitalised be set free for distribution among the members or any class of members who would be entitled to it if it were distributed by way of dividend and in the same proportions, on the footing that it is applied either in or towards paying up the amounts for the time being unpaid on any shares in the company held by those members respectively or in paying up in full unissued shares debentures or other obligations of the company to be allotted and distributed credited as fully paid up among those members, or partly in one way and partly in the other, but so that, for the purposes of this article, a share premium account and a capital redemption reserve, and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the company.
127. Where any difficulty arises in regard to any distribution under the last preceding article the board may settle the matter as it thinks expedient and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions or may resolve that the distribution should be as nearly as may be practicable in the correct proportion but not exactly so or may ignore fractions altogether, and may determine that cash payments shall be made to any members in order to adjust the rights of all parties, as may seem expedient to the board.

The board may authorise any person to enter into an agreement with the company on behalf of the persons entitled to participate in the distribution providing for the allotment to them respectively of any shares, debentures or other obligations of the company to which they are entitled on the capitalisation and the agreement shall be binding on those persons.

RECORD DATES

128. Notwithstanding any other provision of these articles the company or the board may fix any date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made.

ACCOUNTING RECORDS

129. The board shall cause to be kept accounting records sufficient to give a true and fair view of the state of the company's affairs and to show and explain its transactions, in accordance with the Companies Acts.
130. The accounting records shall be kept at the office or, subject to the provisions of the Companies Acts, at such other place or places as the board may think fit and shall always be open to inspection by the officers of the company. No member in his capacity as such shall have any right of inspecting any accounting record or book or document of the company except as conferred by law or authorised by the board or by ordinary resolution of the company.

SERVICE OF NOTICES AND OTHER DOCUMENTS

131. Any notice or other document (including a share certificate) may be served on or delivered to any member by the company either personally or by sending it through the post addressed to the member at his registered address or by leaving it at that address addressed to the member. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders.
132. Any member whose registered address is not within the United Kingdom and who gives to the company an address within the United Kingdom at which notices may be served upon him shall be entitled to have notices served upon him at that address but, unless he does so, shall not be entitled to receive any notice from the company.
133. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document not sent by post but left at a registered address shall be deemed to have been served or delivered on the day it was so left.
134. Where a person is entitled by transmission to a share, any notice or other document shall be served upon or delivered to him, and any dividend or other sum payable in cash in respect of the share may be paid to him, as if he was the holder of that share and his address noted in the register was his registered address. Except where there is a person entitled by transmission to a share, any notice or other document served on or delivered to any member pursuant to these articles shall, notwithstanding that the member is then dead or bankrupt or that any other event

giving rise to the transmission of the share by operation of law has occurred and whether or not the company has notice of the death, bankruptcy or other event, be deemed to have been properly served or delivered in respect of any share registered in the name of that member as sole or joint holder unless, before the day of posting (or, if it is not sent by post, before the day of service or delivery) of the notice or document, his name has been removed from the register as the holder of the share and service or delivery in the foregoing manner shall be deemed for all purposes a sufficient service or delivery of the notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

135. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the company is unable effectively to convene a general meeting by notice sent through the post, a general meeting may be convened by a notice advertised in at least two national newspapers and in that event the notice shall be deemed to have been served on all members and persons entitled by transmission, who are entitled to have notice of the meeting served upon them, on the day when the advertisement appears. If at least six clear days prior to the meeting the posting of notices to addresses throughout the United Kingdom has again become practicable, the company shall send confirmatory copies of the notice by post to the persons entitled to receive them.

DESTRUCTION OF DOCUMENTS

136. If the company destroys
- (a) any share certificate which has been cancelled at any time after a period of one year has elapsed from the date of cancellation or
 - (b) any instruction concerning the payment of dividends or other moneys in respect of any share or any notification of change of name or address at any time after a period of two years has elapsed from the date the instruction or notification was recorded by the company or
 - (c) any instrument of transfer of shares which has been registered at any time after a period of six years has elapsed from the date of registration or
 - (d) any other document on the basis of which any entry is made in the register at any time after a period of six years has elapsed from the date the entry was first made in the register in respect of it

and the company destroys the document in good faith and without express notice that its preservation was relevant to a claim, it shall be presumed irrebuttably in favour of the company that every share certificate so destroyed was a valid certificate and was properly cancelled, that every instrument of transfer so destroyed was a valid and effective instrument of transfer and was properly registered and that every other document so destroyed was a valid and effective document and that any particulars of it which are recorded in the books or records of the company were correctly recorded. Nothing contained in this article shall be construed as imposing upon the company any liability by reason only of the destruction of any document of the kind mentioned above before the relevant period mentioned in this article has elapsed or of the fact that any other condition precedent to its destruction mentioned above has not been fulfilled. References in this article to the destruction of any document include references to its disposal in any manner.

WINDING UP

137. If the company commences liquidation, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Companies Acts,
- (a) divide among the members in 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, for that purpose, set such values as he deems fair upon any property to be divided and determine how the division shall be carried out as between the members or different classes of members and
 - (b) vest the whole or any part of the assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit

but no member shall be compelled to accept any shares or other assets upon which there is any liability.

INDEMNITY

- 138.(A) Subject to the provisions of the Companies Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the company and the auditors shall be indemnified out of the assets of the company against any liability incurred by him as a director or other officer of the company, or as auditor, in defending proceedings (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 the Companies Acts in which relief from liability is granted to him by the court.
- (B) Subject to the provisions of the Companies Acts, the Company may purchase and maintain for any director or other officer of the Company (or any other company in which the Company is directly or indirectly interested or concerned) insurance against any liability in respect of anything done or omitted by him.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

D.R. SEATON,

35 Basinghall Street,
London, EC2

Solicitor

N. HALSTED,

35 Basinghall Street,
London EC2

Solicitor

DATED the 19th day of March, 1969.

WITNESS to the above Signatures:

LESLEY SUTTON,

35 Basinghall Street,
London EC2

Secretary

INDEX

	<i>Page</i>
EXCLUSION OF TABLE A	1
INTERPRETATION	1
SHARE CAPITAL	3
FORM OF RESOLUTION	3
SHARE RIGHTS	3
VARIATION OF RIGHTS	4
SHARES	4
AUTHORITY TO ALLOT RELEVANT SECURITIES	4
DIS-APPLICATION OF PRE-EMPTION RIGHTS	4
CERTIFICATES	5
LIEN	6
CALLS ON SHARES	6
FORFEITURE OF SHARES	7
DISCLOSURE OF INTERESTS IN SHARES	8
TRANSFER OF SHARES	10
TRANSMISSION OF SHARES	11
ALTERATION OF SHARE CAPITAL	12
PURCHASE OF OWN SHARES	12
UNTRACED SHAREHOLDERS	13
GENERAL MEETINGS	14
NOTICE OF GENERAL MEETINGS	14
PROCEEDINGS AT GENERAL MEETINGS	15
VOTING	16

	<i>Page</i>
PROXIES	17
NUMBER OF DIRECTORS	18
APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS	18
DIRECTORS' SHAREHOLDING QUALIFICATION	19
DISQUALIFICATION OF DIRECTORS	20
ALTERNATE DIRECTORS	20
EXECUTIVE DIRECTORS	21
DIRECTORS' FEES	21
ADDITIONAL REMUNERATION AND EXPENSES	21
DIRECTORS' INTERESTS	22
POWERS AND DUTIES OF THE BOARD	25
BORROWING POWERS	26
PROCEEDINGS OF THE BOARD	29
SEALS	30
DIVIDENDS AND OTHER PAYMENTS	31
CAPITALISATION OF PROFITS	32
RECORD DATES	33
ACCOUNTING RECORDS	33
SERVICE OF NOTICES AND OTHER DOCUMENTS	33
DESTRUCTION OF DOCUMENTS	34
WINDING UP	35
INDEMNITY	35

No. 951043



Certificate of Incorporation

I hereby certify that WARBURG INVESTMENT MANAGEMENT LIMITED is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is LIMITED.

GIVEN under my hand at London the 28th March, 1969.

F. L. KNIGHT,

Assistant Registrar of Companies.



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 951043

I hereby certify that

WARBURG INVESTMENT MANAGEMENT LIMITED

having by special resolution changed its name, is now
incorporated under the name of

MERCURY WARBURG INVESTMENT MANAGEMENT LTD

Given under my hand at the Companies Registration Office,
Cardiff the

14TH APRIL 1986

M Saunders
M. SAUNDERS (MRS)

an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

No. 951043

I hereby certify that

MERCURY WARBURG INVESTMENT MANAGEMENT LTD

having by special resolution changed its name, is now

incorporated under the name of

MERCURY ASSET MANAGEMENT HOLDINGS LTD.

Given under my hand at the Companies Registration Office,

Cardiff the

1ST OCTOBER 1986

A handwritten signature in black ink, appearing to read 'Gary Chilvers'.

GARY CHILVERS

an authorised officer



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME
AND RE-REGISTRATION OF A PRIVATE COMPANY
AS A PUBLIC COMPANY

No. 951043

I hereby certify that

MERCURY ASSET MANAGEMENT HOLDINGS LTD.

formerly registered as a private company having changed its name and having this day been re-registered under the Companies Act 1985 as a public limited company is now incorporated under the name of

MERCURY ASSET MANAGEMENT plc

and that the company is limited.

Given under my hand at Cardiff the 3RD MARCH 1987

A handwritten signature in dark ink, appearing to read 'T.G. Thomas', written over a horizontal line.

T.G. THOMAS

An Authorised Officer



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 951043

I hereby certify that

MERCURY ASSET MANAGEMENT PLC

having by special resolution changed its name,

is now incorporated under the name of

MERCURY ASSET MANAGEMENT GROUP plc

Given under my hand at the Companies Registration Office,
Cardiff the 3 AUGUST 1987

C R Williams
MRS. C. R. WILLIAMS

an authorised officer