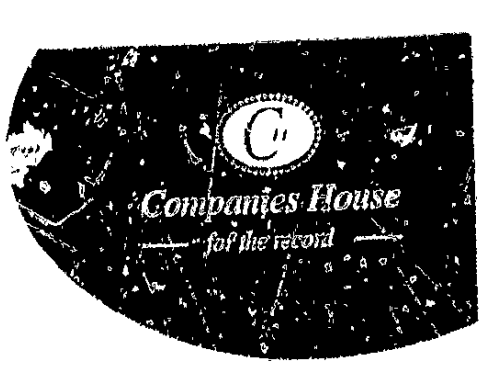

NOTICE OF ILLEGIBLE DOCUMENT

ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause

er of any 993937 \ 1

THE COMPANIES ACT, 1948

DECLARATION of Compliance with the requirements of the Companies Act, 1948, on application for registration of a Company.

Pursuant to Section 15 (2).

Insert the Name of the Company.

CO-OPERATIVE BANK

LIMITED

nted by

Document Filer's Reference SR/GVT

Herbert Oppenheimer, Nathan & Vandyk,

20, Copthall Avenue,

London, E.C.2.

Form No. 41
(The filing fee is 5s.)

Solicitors' Law Stationery Society, Limited
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6c

I, Philip Stephen Oliver Roberts

of 20, Copthall Avenue, London, E.C.2.

Do solemnly and sincerely declare that I am (a) a solicitor of the Supreme Court engaged in the formation

of

Co-operative Bank Limited,

And that all the requirements of the Companies Act, 1948, in respect of matters precedent to the registration of the said Company and incidental thereto have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1835.

(a) Here insert "A Solicitor of the "Supreme Court" (*or in Scotland* "a Solicitor")" engaged "in the formation" or "A person named "in the Articles of "Association as a "Director or "Secretary".

Declared at 62 London Wall,

London, E.C.2.

the 17th day of September

one thousand nine hundred and ~~sixty~~ seventy

P.S.C. Roberts

Before me,

T. A. Lamb

Note.—This margin is reserved for binding and must not be written across.

STATEMENT OF THE NOMINAL CAPITAL

OF

CO-OPERATIVE BANK

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

THE NOMINAL CAPITAL *of the above named Company is* £ 100

Signature Herbert Oppenheimer, Nathan & Vandyk

Description Solicitors engaged in the formation of the Company

Dated the 17th day of September 1970

NOTES.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 *or fraction of* £100.

This Statement is to be filed with the Memorandum of Association or other document when the Company is registered and should be signed by an Officer of the Company if appointed by the Articles of Association, or by the Solicitor(s) engaged in the formation.

Presented by

Herbert Oppenheimer, Nathan & Vandyk,
20, Copthall Avenue,
London, E.C.2.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED
191-192 Fleet Street, E.C.4; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, C.2.
PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS.

1788.13-8-64

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

993937/3

Memorandum of Association

OF

CO-OPERATIVE BANK LIMITED

1. The name of the Company is "CO-OPERATIVE BANK LIMITED" and it is hereinafter called "the Bank."

2. The registered office of the Bank will be situate in England.

3. The objects for which the Bank is established are :—

(1) To carry on in any part of the world the business of banking in all its branches, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the Bank shall carry on business, be usually carried on as part of or in connection with, or which may conduce to or be calculated to facilitate or render profitable the transaction of, the business of banking or dealing in money or securities of any kind ; and, in particular, and without prejudice to such generality :—

(A) To receive money on loan, deposit, current account or otherwise, with or without security, to obtain the use and control of money and securities, and to employ and use the same.

(B) To advance or lend money or give credit with or without security.

(C) To draw, make, accept, endorse, grant discount, execute, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure obligations, instruments (whether negotiable or transferable or not) and securities of every kind.

(D) To grant, issue, negotiate, honour, retire letters of credit, circular notes, [illegible] and other instruments and securities of every kind.

(E) To buy, sell and deal in foreign exchange, precious metals, bullion and specie.

(F) To contract for public and private loans and to negotiate and issue the same.

(G) To receive money, securities, documents and valuables on deposit or for safe custody or otherwise.

(H) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.

(I) To guarantee or otherwise accept responsibility for:—

the genuineness and validity of obligations, instruments, deeds and documents of all kinds; and the performance of obligations or contracts of every kind by any person, firm or body corporate, and in particular by the Bank's parent body corporate Co-operative Wholesale Society Limited.

(J) To promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of, participate in, manage or carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture stock of any body corporate and to lend money for the purposes of any such issue.

(K) To receive security for the implementation of any obligations.

(L) To grant indemnities against loss and risks of all kinds.

(2) To carry on financial business and financial operations of all kinds, and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the sale of goods, articles or commodities of all and every kind whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise, to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts and to constitute and to act as managers of unit trusts and investment trusts and to issue and

transact business in respect of all types of bankers' cards and credit cards and to carry on all kinds of insurance business and generally to act as financiers, capitalists, industrialists, merchants, traders, factors, commission agents, insurance brokers or in any other capacity, and to import, export, buy, sell, barter, exchange, let on hire, pledge, make advances upon or otherwise deal in any property whether tangible or intangible.

(3) To undertake the office of trustee, custodian trustee, managing trustee, administrator, executor, receiver, treasurer, registrar, auditor, manager, director or secretary and to undertake and execute either alone or jointly trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and as nominee holder of property or securities of whatsoever description.

(4) To provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested, whether as shareholder, creditor or otherwise and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any shares, stocks, funds or securities, and to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.

(5) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.

(6) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Bank or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securites issued or guaranteed by any company or person.

(7) To carry on the businesses of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communications systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of any kind or description, and whether alone or jointly with any other person or company, and to enter into any arrangement for sharing profits, joint adventure or otherwise in relation thereto.

(8) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Bank capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Bank or to enhance the value of or render more profitable any of the Bank's property.

(9) To take or concur in any steps or proceedings (including the undertaking of any obligation, monetary or otherwise) calculated to uphold or support the credit of the Bank, or to obtain, maintain, justify or restore public confidence, or to avert or minimise financial disturbances directly or indirectly affecting or likely to affect the business of the Bank.

(10) To build, erect, construct, maintain, improve, alter, enlarge, pull down, rebuild, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or object of the Bank and to enter into contracts and arrangements of all kinds with builders, tenants and others.

(11) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any business of the Bank, or required by any customers of or persons having dealings with the Bank or which may seem capable of being profitably dealt with in connection with any such business.

(12) To acquire, hire, hold, manage, develop, take options over, take on lease or in exchange, dispose of and deal with or otherwise any real or personal property, rights or interests by any means whatsoever.

(13) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Bank is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Bank, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

(14) (i) To acquire, accept and take, hold and sell either in the name of the Bank or in that of any nominee all or any shares, debentures, debenture stock, bonds, notes, obligations and securities of or in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Bank, or such as may be likely to promote or advance the interests of the Bank.

(ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Bank of some special

proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested upon such terms as may be thought fit.

(iv) To carry on the business of banking aforesaid by or through the medium of companies which are subsidiaries of or otherwise under the control (direct or indirect) of the Bank, and to co-ordinate the administration of and provide services and facilities of all kinds for such companies or any of them.

(15) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(16) To apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Bank, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

(17) To improve, exchange, manage, cultivate, develop royalty, turn to account, grant licences, easements or other rights and privileges in respect of or otherwise deal with all or any part of the undertaking, property, assets, rights, effects and interests of the Bank.

(18) To invest and deal with the moneys of the Bank in such manner as may from time to time be determined.

(19) To borrow or raise money in such manner as the Bank shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Bank's property or assets (whether present or future), including

its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Bank or any other person or company of any obligation or liability undertaken by the Bank or any other person or company as the case may be.

(20) To act as agents and to transact all kinds of agency business and to act for and represent and to employ as agents any company or person domiciled or resident at home or abroad.

(21) To vest any real or personal property, rights or interests acquired by or belonging to the Bank in any person or company on behalf or for the benefit of the Bank, and with or without any declared trust in favour of the Bank.

(22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Bank to carry any of its objects into effect or for extending any of the Bank's powers or for effecting any modification of the Bank's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Bank or of its members.

(23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, persons, trade associations or funds that may seem conducive to the Bank's objects, or any of them, and to obtain from any such government, authority, corporation, company, person, trade association or fund, any charters, contracts, decrees, rights, privileges and concessions which the Bank may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(24) To remunerate any person, firm or company rendering or to render services to the Bank, whether by cash payment or by the allotment to him or them of, or grant of options over shares, debentures or other securities of the Bank credited as paid up in full or in part or otherwise.

(25) To pay out of the funds of the Bank all expenses which the Bank may lawfully pay of or incident to the formation and registration of or the raising of money for the Bank or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Bank.

(26) To establish, maintain, participate in and contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses, benefits and emoluments to any persons who are or were at any time in the employment or service of the Bank, or any of its predecessors in business or of any company which is a subsidiary of the Bank or is allied to or associated with the Bank or with any such subsidiary, or who may be or have been Directors or officers of the Bank, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, building and housing schemes, funds, trusts and conveniences calculated to be for the benefit of, or to advance the interests and well-being of the Bank or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with others.

(27) To make and enter into arrangements with employees of the Bank for profit sharing upon such terms as may seem expedient.

(28) To procure the Bank to be registered or recognised in any dominion, colony or dependency and in any foreign country or place, and to establish and maintain branches and agencies in any part of the world.

(29) To promote any other company or companies for the purpose of acquiring or taking over all or any of the

property, rights and/or undertaking any of the liabilities of the Bank, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Bank, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities, of any such company as aforesaid.

(30) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the property, assets or undertaking of the Bank or any interests therein for such consideration as the Bank may think fit and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, government or authority (whether supreme, municipal, local or otherwise).

(31) To distribute among the members of the Bank in kind any property of the Bank (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Bank or of which the Bank may have the power of disposing.

(32) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Bank, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

5. The share capital of the Bank is £100, divided into 100 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
J. V. Lee 20 Copthall Avenue London E.C.2. Solicitor	One
P.S.O. Roberts 20 Copthall Avenue, London E.C.2. Solicitor	One

Dated this 17th day of September, 1970.

Witness to the above Signatures—

T. P. Lee
20 Copthall Avenue,
London E.C.2.
Solicitor

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TO

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990937/4

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

CO-OPERATIVE BANK LIMITED

PRELIMINARY.

Table A not to apply

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

Interpretation

2. In these Articles, if not inconsistent with the subject or context (1) words importing the singular number include the plural, and vice versa; (2) words importing the masculine gender include the feminine gender; and (3) the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Acts 1948 to 1967 and every statutory modification or re-enactment thereof for the time being in force.
These Articles ..	These Articles of Association as herein contained or as from time to time altered.
Secretary	The Secretary of the Company and (subject to the provisions of the Act) any assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.
Office .. .	The registered office for the time being of the Company.

Words	Meanings
Seal	The common seal of the Company.
The United Kingdom ..	Great Britain and Northern Ireland.
Paid up	Paid up or credited as paid up.
In writing	Written, or produced by any substitute for writing, or partly one and partly another.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

BUSINESS.

3. The Company is formed for the purpose of acquiring from Co-operative Wholesale Society Limited ("CWS") by means of Parliamentary powers the banking business conducted for many years by CWS as a separate department of CWS.

CAPITAL.

Share capital

4. The share capital of the Company is £100, divided into 100 shares of £1 each.

Rights attached to shares

5. Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided for by the next following Article) any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution direct, or failing such direction (but in the case of unclassified shares only) as the Directors shall determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed subject to the provisions of the Act, on such terms and in such manner as may be provided by these Articles.

VARIATION OF RIGHTS.

How special share rights may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class, but not

otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

Creation or issue of further shares

7. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares but shall not (unless otherwise expressly provided by these Articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in some or all respects *pari passu* therewith or subsequent thereto.

SHARES.

Shares at disposal of Directors

8. Subject to the provisions of these Articles relating to new shares all unissued shares in the capital of the Company shall be at the disposal of the Directors who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms (including the fixing of the date as from which the said shares shall rank for dividend) as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

Power to pay commissions

9. In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally; provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent. of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Exclusion of equities

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES.

Right to receive Certificates

11. (A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such fee (if any), not exceeding 1s. for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within one month after allotment or the lodgment with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall be under the Seal and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to register more than four persons as the joint holders of any share or shares and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Where a member transfers part of the shares comprised in his holding he shall be entitled to a certificate for the balance of his holding without charge.

Signature on certificates

(B) Any share certificate and any certificate for debentures of the Company which has been approved for sealing by the Directors or a committee of the Directors need not (save to the extent that the terms and conditions for the time being relating to any debentures of the Company otherwise require) be signed or counter-signed by any person. Subject as aforesaid any such certificate may, if the Directors so determine, bear signatures affixed by some mechanical system or process or the names of the Company's issuing agents.

Replacement of share certificates

12. If a share certificate be defaced, worn out, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding 1s., and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

CALLS ON SHARES.

Power to make calls

13. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, 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 each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Provisions relating to calls

14. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on calls

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent. per annum or at such lower rate as the Directors may agree to accept, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sums due on allotment to be calls

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

Power to differentiate

17. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

Payment in advance of calls

18. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and any such payments in advance of calls shall extinguish, so far as the same shall extend but subject as in these Articles provided, the liability upon the shares in respect of which it is advanced; and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate as the member paying such sum and the Directors agree.

FORFEITURE, SURRENDER AND LIEN.

Notice to comply with call

19. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any

interest which may have accrued. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) 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 at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

Power to forfeit or accept surrender

20. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any shares liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

21. A share so forfeited or surrendered may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if they think fit, authorise some person to transfer a forfeited or surrendered share to any other person as aforesaid.

Effect on member

22. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall notwithstanding such forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum from the date of forfeiture or surrender until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

Lien

23. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and

any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

Sale of shares subject to lien

24. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Disposal of proceeds of sale

25. The net proceeds of such sale, after payment of the costs thereof, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same 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) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Title to shares surrendered, forfeited or sold

26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES.

Form of transfer

27. All transfers of shares shall be effected by transfer in writing in the usual common form or in any such other form as the Directors may approve, and need not be under seal.

Signing of transfers

28. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.

Power to refuse registration (1)

29. The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares.

Power to refuse registration (2)

30. The Directors may also decline to recognise any instrument of transfer, unless—

(A) the instrument of transfer duly stamped is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of registration

31. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of registration

32. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

No fee for registration

33. No fee will be charged by the Company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, notice in lieu of distringas or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register of members affecting the title to any shares.

Retention of transfers

34. All instruments of transfer which shall be registered may be retained by the Company, but any instrument of transfer which the Directors refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

Renunciation of allotments

35. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES.

Transmission on death

36. In the case of the death of a member the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Election of successor

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

Procedure on election

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share in favour of that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member.

Rights of unregistered successors

39. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (upon supplying to the Company such evidence as the Directors may reasonably require as to his title to the share) be entitled to receive and may give a discharge for all benefits arising or accruing on or in respect of the share, but he shall not be entitled in respect of that share to receive notices of or to attend or vote at meetings of the Company nor, save as aforesaid, to any of the rights or privileges of a member, until he shall have become a member in respect of the share; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if within sixty days the notice is not complied with such person shall (but only in the case of a share which is fully paid up) be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK.

Power to convert into stock

40. The Company may by Ordinary Resolution convert any paid up shares into stock, and re-convert any stock into paid up

shares of any denomination. If and whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall *ipso facto* be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock.

INCREASE OF CAPITAL.

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them

to such persons and on such terms as they think proper, but so that no share shall be issued at a discount, save in accordance with the provisions of the Act.

Terms of new capital

46. All new shares shall (unless the Company shall by resolution otherwise determine) be subject to the provisions of these Articles with reference to payment of calls, forfeiture, surrender, lien, transfer, transmission and otherwise, and unless otherwise provided by or pursuant to these Articles or by the conditions of issue the new shares shall upon issue be Ordinary Shares.

ALTERATION OF CAPITAL.

47. The Company may by Ordinary Resolution—

Power to consolidate shares

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; whenever as a result of any consolidation of shares any member would become entitled to a fraction of a share, the Directors may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Directors may authorise some person to transfer the shares representing the fractions to the purchaser thereof whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale;

Power to cancel shares

(B) 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 share capital by the amount of the shares so cancelled;

Power to sub-divide shares

(C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared

with the others as the Company has power to attach to unissued or new shares ;

and may by Special Resolution—

Power to reduce capital

(D) reduce its share capital and any capital redemption reserve fund and any share premium account in any manner subject to the provisions of the Act.

GENERAL MEETINGS.

Annual and Extraordinary General Meetings

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next : provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the

Requisitioned meetings

49. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

Notice (normal)

50. An Annual General Meeting and a General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and all other General Meetings shall be called by fourteen days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, to the Directors (including the alternate Directors), and to the Auditors for the time being of the Company ; provided that a General Meeting of the Company shall,

Notice (short)

notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed —

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat ; 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 a right to attend and vote at the meeting.

Content of notice

51. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

Duty to inform members on requisition

52. It shall be the duty of the Company, subject to the provisions of the Act, on the requisition in writing of such number of members as is specified in the Act and (unless the Company otherwise resolves) at the expense of the requisitionists, (A) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and (B) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Omission of notice

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Form of business at meetings

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the declaration of dividends, the consideration of the accounts and of the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the appointment or reappointment of Directors in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors or of the manner in which such remuneration is to be fixed.

Special notice

55. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Act permits) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.

Quorum

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Adjournment on lack of quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of meeting

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such Deputy Chairman nor such other Director be present within five minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded—

(A) by the Chairman ; or

(B) by not less than five members having the right to vote at the meeting ; or

Quorum

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Adjournment on lack of quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of meeting

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such Deputy Chairman nor such other Director be present within five minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded—

(A) by the Chairman ; or

(B) by not less than five members having the right to vote at the meeting ; or

(C) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(D) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Proxy's right to demand poll

61. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a member shall be the same as a demand by the member.

Incorrect computation of votes

62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

Method of taking poll

63. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or forms), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll.

Taking of poll

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded.

Casting vote of Chairman

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote.

Other business

66. 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 has been demanded.

Withdrawal of poll demand

67. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.

VOTES OF MEMBERS.

Voting rights

68. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder.

Votes in respect of joint holdings

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 of members in respect of the share.

Votes of mentally disordered members

70. A member suffering from mental disorder in respect of whom an order has been made or a direction or authority given by a court of competent jurisdiction may vote, whether on a show of hands or on a poll, by his receiver, curator or other person appointed by such court, and such receiver, curator or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

No right to vote when call is unpaid

71. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Objections

72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Votes on a poll

73. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Proxy need not be a member

74. Any person (whether a member or not) may be appointed to act as a proxy.

Form of proxy

75. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointor or by his attorney duly authorised in writing, or if the appointor is a corporation shall be either under its common seal or under the hand of an officer or attorney of the corporation. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney. An instrument of proxy need not be witnessed.

Deposit of proxy

76. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, 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 and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

Incidents affecting validity of proxy

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Circulation of proxy forms

78. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any meeting of any class of members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the meeting or any other person or persons. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the

invitations are issued at the Company's expense they shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES.

Representatives

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

DIRECTORS.

Number of Directors

80. Subject as hereinafter provided, the Directors shall be not less than six in number, but the Company may by Ordinary Resolution from time to time vary the minimum number and may also fix and from time to time vary a maximum number of Directors. The first Directors shall be the persons who shall be appointed in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association or a majority of them.

No share qualification required

Share qualification

81. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

Remuneration of Directors

82. The Directors shall be entitled to remuneration at such rates as the Company by Ordinary Resolution may from time to time determine provided that, unless otherwise agreed by the Directors, no such remuneration shall be payable under this Article to a Director for the time being employed by or holding executive office with the Company, or by or with the Company's parent body corporate CWS, or by or with any company which would be a subsidiary of CWS (other than the Company) according to the definition contained in section 154 of the Companies Act 1948, were CWS a company. The Company by Ordinary Resolution may also vote extra remuneration to the Directors, which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company, or in attending and returning from meetings of the Directors or of committees of the Directors or General Meetings.

Additional remuneration.

83. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Alternate Directors

84. Each Director (other than an alternate Director) may at any time appoint another Director or (subject to the approval of a majority of the Directors for the time being) any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to any requisite approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making such appointment or removal and sent to or left at the Office.

Remuneration of alternate Directors

85. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the latter's remuneration as shall be agreed between them.

Offices of profit

86. A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

Directors' contracts

87. No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the

Company either with regard to his tenure of any other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors' interests in associated companies

88. Any Director, including an alternate Director, may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by the Company or any subsidiary thereof or in which the Company or any subsidiary thereof may be interested, as a member or otherwise, or in which the Company or any subsidiary thereof has decided not to take any shareholding or other interest whatsoever, and no such Director shall be accountable for any remuneration or other benefits whatsoever received by him as a director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including, but without limitation, the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company, or voting or providing for the payment of remuneration or any other benefits whatsoever to the directors or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

Declaration of interest

89. Without prejudice to the requirements of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of Directors. In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he became so interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Directors held after the Director becomes

so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Directors held after he is so appointed. For the purposes of this Article a general notice given to the Directors by any Director to the effect that he is a member of any 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 the company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

Directors' interests in relation to quorum (1)

90. A Director, including an alternate Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or body corporate or unincorporate or whereat the terms of any such appointment are arranged, varied or abrogated, and he may vote on any such appointment, arrangement, variation or abrogation other than his own appointment or the arrangement, variation or abrogation of the terms thereof.

Directors' interest in relation to quorum (2)

91. Subject to the last preceding Article a Director, including an alternate Director, shall not as a Director vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor, save as herein provided, shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

(A) any contract or arrangement giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or of any subsidiary of the Company; or

(B) any contract or arrangement giving any security or guarantee to a third party in respect of a debt or obligation of the Company or of any subsidiary of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or

(C) any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities or rights of the Company, or of any other company which the Company may promote or be interested in; or

(D) any contract or dealing with any other body corporate in which the Director is interested only in any one or more of the capacities of officer, creditor, employee, or holder of shares, debentures or other securities or rights of that other body corporate; or

(E) any matter referring to any existing or proposed pension, superannuation, life assurance or insurance fund, scheme or arrangement of which or in which a Director may be or be about to become a member, or have or be about to have any other interest;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in any particular case or class of cases, by Ordinary Resolution of the Company.

Power to run pension schemes

92. The Directors may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who held or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase such shares, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive

Power to subscribe for charitable and other objects

position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance, benefit or emolument.

BORROWING POWERS.

Power to borrow and secure borrowings

93. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital, and 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.

GENERAL POWERS OF DIRECTORS.

General power to run business

94. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Power to delegate locally

95. The Directors may establish any local 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 such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys

96. The Directors may from time to time, and at any time, by power of attorney under the Seal, appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), for such period and subject to such

conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to establish branch register

97. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside the United Kingdom, the Channel Islands or the Isle of Man (and, if the Act shall so permit, in any other country, territory or area) in which the Company transacts business, a branch register or registers of members resident therein, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

Delegation of power to make calls as part of security

98. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

Negotiable instruments

99. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

DIRECTORS HOLDING EXECUTIVE OFFICE.

Directors holding executive office

100. The Directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (whether as Chairman, Deputy Chairman, Vice-Chairman, Managing Director, Joint or Deputy or Assistant Managing Director or otherwise) as they think fit. A Director so appointed shall not, whilst holding any such office, be subject to retirement by rotation or be taken into account in determining the retirement by rotation of Directors, but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he shall vacate the office of Director or (subject as aforesaid) if the Directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall *ipso facto* determine.

Executive emoluments

101. A Director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the Directors may determine.

Grant of powers to Directors

102. The Directors may entrust to and confer upon any Director appointed to any such office any of the powers exercisable by them as Directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

RETIREMENT OF DIRECTORS.

Continuation in office of Directors over seventy

103. Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director.

Vacation o office

104. The office of a Director shall be vacated in any of the following events, namely :—

(A) if (but in the case of a Director holding any executive office subject to the terms of any contract between him and the Company) he resigns his office by notice in writing under his hand sent to or left at the office ;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally ;

(C) if he becomes of unsound mind ;

(D) if he is absent from meetings of the Directors for six successive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated ;

(E) if he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provisions of the Act;

(F) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that in the case of a Director holding an executive office subject to termination if he cease to be a Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

ROTATION OF DIRECTORS.

Retirement by rotation

105. Subject to the provisions of these Articles, at the first Annual General Meeting and at the Annual General Meeting in every subsequent year one-third of the Directors who are subject to retirement by rotation, or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office; provided always that if in any year the number of Directors who are subject to retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall be only one Director who is subject to retirement by rotation, that Director shall retire. A Director retiring at a meeting as aforesaid shall retain office until the conclusion of that meeting.

Ascertainment of Directors to retire

106. Subject to the provisions of the Act and of these Articles, the Directors to retire in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject as aforesaid, a retiring Director shall be eligible for re-appointment.

Filling of office vacated by rotation

107. The Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by appointing a person thereto, and in default the retiring Director, if willing to act, shall be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost.

Eligible Directors

108. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of a Director at any General

Meeting unless, not less than seven nor more than forty-eight days before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

Method of appointment

109. At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

Company's powers to alter numbers and determine rotation

110. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to retire from office.

Power to appoint additional Directors

111. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting, and shall be eligible for re-appointment at that meeting. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Power to remove Directors

112. Without prejudice to the provisions of the Act the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

PROCEEDINGS OF DIRECTORS.

Board meetings

113. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by

a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proxy votes at Board meetings

114. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, telex, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with the Secretary for filing.

Quorum at Board meetings

115. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum, but so that not less than two individuals shall constitute the quorum. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being excercisable by the Directors.

Minimum number

116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Board

117. The Directors may, from their number, from time to time elect and remove a Chairman and, if thought fit, one or more Deputy Chairmen and/or Vice-Chairmen and determine the period for which they are to hold office. The Chairman, or in his absence the Deputy Chairman (to be chosen, if there be more than one, by agreement amongst themselves or, failing agreement, by lot), or in the absence of any Deputy Chairman the Vice-Chairman (to be chosen, if there be more than one, as aforesaid), shall preside at all meetings of the

Directors, but if no such Chairman, Deputy Chairman or Vice-Chairman be elected, or if at any meeting the Chairman and no Deputy Chairman or Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Written Board resolution

118. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors; and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

Committees

119. The Directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations imposed by the Directors under this Article.

Defects in appointment

120. All acts done by any meeting of Directors, or of a committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director, or [illegible] acting as aforesaid, or that they or any of them were disqualified, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed, and was qualified and had continued to be a Director and had been entitled to vote.

EXECUTIVE AND OTHER DIRECTORS.

Appointment of Non-Board Directors

121. The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be

a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

MINUTES AND BOOKS.

Minutes and books

122. The Directors shall cause minutes to be made—

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of Directors and of any committee of Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings took place, or by the Chairman of the next following meeting, shall be evidence of the proceedings.

Looseleaf books

123. Subject as required by law any register, index, minute book, book of account or other book required by these Articles or by law to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

SECRETARY.

Secretary

124. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Absence of Secretary

125. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL.

Seal

126. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Directors or of a committee of the Directors authorised in that behalf by the Directors. The Directors may from time to time make such regulations as they see fit (subject to the provisions of these Articles in relation to share certificates and debenture certificates) determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed, and until otherwise so determined (and subject as aforesaid) every such instrument shall be signed by one Director and shall be countersigned by the Secretary or by a second Director.

Foreign seal

127. The Company may have an official seal for use abroad under the provisions of the Act where and as the Directors shall determine, and the Company may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

AUTHENTICATION OF DOCUMENTS.

Authentication

128. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS.

Power to apply profits

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

Limits on dividend

130. No dividend shall be payable except out of the profits of the Company, and no dividend shall exceed the amount recommended by the Directors.

Quantification of dividend

131. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof 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. 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, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, such share shall rank for dividend accordingly.

Interim dividends

132. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment. Provided the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.

Pre-acquisition profits

133. Subject to the provisions of the Act or as otherwise required by law, where any asset, business or property is bought by the Company as from a past date, whether such date be before or after the incorporation of the Company, the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Deduction from dividends

134. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

Retention of dividends

135. The Directors may retain the dividends payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Unclaimed dividends

136. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

Method of paying dividends

137. Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto and in the case of joint holders to any one of such joint holders or to such person and such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Joint holders

138. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Dividends paid in specie

139. A General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures or other securities or rights of any other company, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may

make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates or any part thereof and otherwise as they think fit.

RESERVES.

Reserves

140. The Directors may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

DISTRIBUTION OF CAPITAL GAINS.

Capital gains

141. Notwithstanding anything in any other of these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretion of capital assets shall be divided among the members in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

CAPITALISATION.

Capitalisation of reserves

142. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company standing to the credit of profit and loss account or otherwise available for distribution (not being required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits) or any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full

unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members as fully paid.

Procedure on capitalisation

143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, or to make provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS.

Books of account

144. The Directors shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

Accounts

145. The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.

Auditors' report

146. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Act.

Right to receive accounts

147. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed to the accounts) shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or of these Articles; provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Whenever quotation on any Stock Exchange in the United Kingdom for all or any of the shares or debentures of the Company shall for the time being be in force, there shall be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Accuracy of accounts

148. Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDITORS.

Auditors

149. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Periodic accounts

150. Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by an Auditor or Auditors.

Rights of Auditors

151. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive notices of and other communications relating to any General Meeting which any member is entitled to

receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

NOTICES.

How notice is given

152. Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

Members without U.K. addresses

153. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give 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 such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Assumption that notice received

154. Any member present, either in person or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

Successors bound

155. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which previously to his name and address being entered on the register of members shall have been duly given to a person from whom he derives his title to such shares.

Advertisement

156. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London.

Timing of notices

157. Save as otherwise provided by the Act or by these Articles, any notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. Any notice or other document, if served by post, shall be deemed to have

Method of posting

been served at the time when the letter, envelope, card or cover containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, card or cover containing the notice or document was properly addressed and duly posted. A notice to be given by advertisement shall be deemed to have been served on the day on which the advertisement appears.

Dead or bankrupt members

158. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP.

Powers on winding up

159. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the Court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY.

Indemnity

160. Subject to the provisions of the Act, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

PRIVATE COMPANY.

161. The Company is a Private Company and accordingly— Company to be a Private Company

(A) the right to transfer shares is restricted in manner hereinbefore prescribed; and

(B) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this Article be treated as a single member; and

(C) any invitation to the public to subscr[illegible] any shares or debentures of the Company is pro[illegible]d.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

[illegible]
[illegible] View
[illegible] 20 Copthall Avenue
[illegible] London E.C. 2
[illegible] Solicitor.

P.S.O. Roberts
20 Copthall Avenue,
London E.C.2.
Solicitor

Dated this 17th day of September, 1970.

Witness to the above Signatures—

T.P. Lee
20 Copthall Avenue,
London E.C.2.
Solicitor

CERTIFICATE OF INCORPORATION

No. 920937

I hereby certify that

CO-OPERATIVE BANK 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 5TH OCTOBER, 1970.

P. L. Knight.

(P. L. KNIGHT)
Assistant Registrar of Companies

No. of Company 990937

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 25th day of January, 1971

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 25th day of January, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting regulation 48 and substituting the following :—

"GENERAL MEETINGS.

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year ; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next : Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

G. E. BRADFIELD,
Chairman.

The Solicitors' Law Stationery Society, Limited, Oyez House, Breams Buildings, London EC4P 4BR

No.990937

THE COMPANIES ACTS 1948 to 1967

ORDINARY RESOLUTION

of

CO-OPERATIVE BANK LIMITED

Passed: 9th June, 1971

At an EXTRAORDINARY GENERAL MEETING of the Company held on the 9th June, 1971, the following resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

That the Capital of the Company be increased to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each, ranking in all respects pari passu with the existing Shares in the Capital of the Company.

Chairman

It is hereby certified that this Resolution is a copy of the Resolution passed by the Company and recorded in the Minute Book of the Company.

Herbert Oppenheimer & Co

COMPANIES REGISTRATION OFFICE
17 JUN 1971

No. of Co. 99053

THE COMPANIES ACT, 1948 to 1967

Notice of Statement of Increase in Nominal Capital

To the REGISTRAR OF COMPANIES

CO-OPERATIVE BANK

Limited, hereby gives you notice, pursuant to Section [illegible] of the Companies Act 1948, that by an† Ordinary Resolution of the Company dated the ninth day of June 19 71 the nominal capital of the Company has been increased by the addition thereto of the sum of £3,999,900 beyond the registered capital of £100

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
3,999,900	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

**If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.*

The new Ordinary shares rank in all respects pari passu with the existing shares in the Capital of the Company

Signature [signature]

State whether Director or Secretary Secretary.

Dated the tenth day of June, 19 71.

Presented by Herbert Oppenheimer, Nathan & Vandyk,

20, Copthall Avenue,

Presentor's Reference GVT

* DELETE " and Statement " in cases where a SEPARATE statement is necessary ; see overleaf for notes.

Insert name of Company.

† State whether Ordinary or Extraordinary or Special Resolution.

Increase in Nominal Capital

To the [illegible] BANK

Limited, hereby gives you notice, pursuant to Section [illegible] Co[illegible] Act 1948, that by an† Ordinary Resolution of the Compa[illegible] dated the ninth day of June 19 71 the nominal capi[illegible] of the Company has been increased by the addition thereto of the s[illegible] of £3,999,900 beyond the registered capital of £100

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amou[illegible] of each s[illegible]
3,999,900	Ordinary	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

*,*If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

The new Ordinary shares rank in all respects pari passu with the existing shares in the Capital of the Company

Signature [signature]

State whether Director or Secretary Secretary.

Dated the tenth day of June, 19 71.

Presented by *Presentor's Reference* GVT

Herbert Oppenheimer, Nathan & Vandyk,

20, Copthall Avenue,

London, E.C.2

Form No. 10/10A

UP TO DATE COPY. ECA 72.

No. 990937 / 18

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

CO-OPERATIVE BANK LIMITED

Incorporated the 5th day of October, 1970

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HERBERT OPPENHEIMER,
NATHAN & VANDYK,
20 COPTHALL AVENUE,
LONDON, E.C.2.

Reprinted 1972

No. of Company 990937

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 25th day of January, 1971

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 25th day of January, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting regulation 48 and substituting the following :—

"GENERAL MEETINGS.

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year ; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next : Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

G. E. BRADFIELD,
Chairman.

No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

Co-operative Bank Limited.

(Passed 9th June, 1971)

AT an EXTRAORDINARY GENERAL MEETING of the Company held on the 9th June, 1971, the following Resolution was duly passed as an Ordinary Resolution :

ORDINARY RESOLUTION

THAT the Capital of the Company be increased to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each, ranking in all respects pari passu with the existing shares in the Capital of the Company.

A. WILSON

Chairman

CERTIFICATE OF INCORPORATION

No. 990937

I HEREBY CERTIFY that CO-OPERATIVE BANK 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 5th October, 1970.

F. L. KNIGHT,
Assistant Registrar of Companies.

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CO-OPERATIVE BANK LIMITED

1. The name of the Company is "CO-OPERATIVE BANK LIMITED" and it is hereinafter called "the Bank."

2. The registered office of the Bank will be situate in England.

3. The objects for which the Bank is established are :—

(1) To carry on in any part of the world the business of banking in all its branches, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the Bank shall carry on business, be usually carried on as part of or in connection with, or which may conduce to or be calculated to facilitate or render profitable the transaction of, the business of banking or dealing in money or securities of any kind ; and, in particular, and without prejudice to such generality :—

(A) To receive money on loan, deposit, current account or otherwise, with or without security, to obtain the use and control of money and securities, and to employ and use the same.

(B) To advance or lend money or give credit with or without security.

(C) To draw, make, accept, endorse, grant, discount, execute, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure obligations, instruments (whether negotiable or transferable or not) and securities of every kind.

(D) To grant, issue, negotiate, honour, retire and pay letters of credit, circular notes, drafts and other instruments and securities of every kind.

(E) To buy, sell and deal in foreign exchange, precious metals, bullion and specie.

(F) To contract for public and private loans and to negotiate and issue the same.

(G) To receive money, securities, documents and valuables on deposit or for safe custody or otherwise.

(H) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.

(I) To guarantee or otherwise accept responsibility for:—

the genuineness and validity of obligations, instruments, deeds and documents of all kinds; and the performance of obligations or contracts of every kind by any person, firm or body corporate, and in particular by the Bank's parent body corporate Co-operative Wholesale Society Limited.

(J) To promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of, participate in, manage or carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture stock of any body corporate and to lend money for the purposes of any such issue.

(K) To receive security for the implementation of any obligations.

(L) To grant indemnities against loss and risks of all kinds.

(2) To carry on financial business and financial operations of all kinds, and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the sale of goods, articles or commodities of all and every kind whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise, to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts and to constitute and to act as managers of unit trusts and investment trusts and to issue and

transact business in respect of all types of bankers' cards and credit cards and to carry on all kinds of insurance business and generally to act as financiers, capitalists, industrialists, merchants, traders, factors, commission agents, insurance brokers or in any other capacity, and to import, export, buy, sell, barter, exchange, let on hire, pledge, make advances upon or otherwise deal in any property whether tangible or intangible.

(3) To undertake the office of trustee, custodian trustee, managing trustee, administrator, executor, receiver, treasurer, registrar, auditor, manager, director or secretary and to undertake and execute either alone or jointly trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and as nominee holder of property or securities of whatsoever description.

(4) To provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested, whether as shareholder, creditor or otherwise and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any shares, stocks, funds or securities, and to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.

(5) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.

(6) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Bank or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securites issued or guaranteed by any company or person.

(7) To carry on the businesses of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communications systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of any kind or description, and whether alone or jointly with any other person or company, and to enter into any arrangement for sharing profits, joint adventure or otherwise in relation thereto.

(8) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Bank capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Bank or to enhance the value of or render more profitable any of the Bank's property.

(9) To take or concur in any steps or proceedings (including the undertaking of any obligation, monetary or otherwise) calculated to uphold or support the credit of the Bank, or to obtain, maintain, justify or restore public confidence, or to avert or minimise financial disturbances directly or indirectly affecting or likely to affect the business of the Bank.

(10) To build, erect, construct, maintain, improve, alter, enlarge, pull down, rebuild, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or object of the Bank and to enter into contracts and arrangements of all kinds with builders, tenants and others.

(11) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any business of the Bank, or required by any customers of or persons having dealings with the Bank or which may seem capable of being profitably dealt with in connection with any such business

(12) To acquire, hire, hold, manage, develop, take options over, take on lease or in exchange, dispose of and deal with or otherwise any real or personal property, rights or interests by any means whatsoever.

(13) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Bank is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Bank, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

(14) (i) To acquire, accept and take, hold and sell either in the name of the Bank or in that of any nominee all or any shares, debentures, debenture stock, bonds, notes, obligations and securities of or in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Bank, or such as may be likely to promote or advance the interests of the Bank.

(ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Bank of some special

proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested upon such terms as may be thought fit.

(iv) To carry on the business of banking aforesaid by or through the medium of companies which are subsidiaries of or otherwise under the control (direct or indirect) of the Bank, and to co-ordinate the administration of and provide services and facilities of all kinds for such companies or any of them.

(15) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(16) To apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Bank, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

(17) To improve, exchange, manage, cultivate, develop royalty, turn to account, grant licences, easements or other rights and privileges in respect of or otherwise deal with all or any part of the undertaking, property, assets, rights, effects and interests of the Bank.

(18) To invest and deal with the moneys of the Bank in such manner as may from time to time be determined.

(19) To borrow or raise money in such manner as the Bank shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Bank's property or assets (whether present or future), including

its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Bank or any other person or company of any obligation or liability undertaken by the Bank or any other person or company as the case may be.

(20) To act as agents and to transact all kinds of agency business and to act for and represent and to employ as agents any company or person domiciled or resident at home or abroad.

(21) To vest any real or personal property, rights or interests acquired by or belonging to the Bank in any person or company on behalf or for the benefit of the Bank, and with or without any declared trust in favour of the Bank.

(22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Bank to carry any of its objects into effect or for extending any of the Bank's powers or for effecting any modification of the Bank's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Bank or of its members.

(23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, persons, trade associations or funds that may seem conducive to the Bank's objects, or any of them, and to obtain from any such government, authority, corporation, company, person, trade association or fund, any charters, contracts, decrees, rights, privileges and concessions which the Bank may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(24) To remunerate any person, firm or company rendering or to render services to the Bank, whether by cash payment or by the allotment to him or them of, or grant of options over shares, debentures or other securities of the Bank credited as paid up in full or in part or otherwise.

(25) To pay out of the funds of the Bank all expenses which the Bank may lawfully pay of or incident to the formation and registration of or the raising of money for the Bank or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Bank.

(26) To establish, maintain, participate in and contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses, benefits and emoluments to any persons who are or were at any time in the employment or service of the Bank, or any of its predecessors in business or of any company which is a subsidiary of the Bank or is allied to or associated with the Bank or with any such subsidiary, or who may be or have been Directors or officers of the Bank, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, building and housing schemes, funds, trusts and conveniences calculated to be for the benefit of, or to advance the interests and well-being of the Bank or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with others.

(27) To make and enter into arrangements with employees of the Bank for profit sharing upon such terms as may seem expedient.

(28) To procure the Bank to be registered or recognised in any dominion, colony or dependency and in any foreign country or place, and to establish and maintain branches and agencies in any part of the world.

(29) To promote any other company or companies for the purpose of acquiring or taking over all or any of the

property, rights and/or undertaking any of the liabilities of the Bank, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Bank, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities, of any such company as aforesaid.

(30) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the property, assets or undertaking of the Bank or any interests therein for such consideration as the Bank may think fit and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, government or authority (whether supreme, municipal, local or otherwise).

(31) To distribute among the members of the Bank in kind any property of the Bank (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Bank or of which the Bank may have the power of disposing.

(32) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Bank, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

*5. The share capital of the Bank is £100, divided into 100 shares of £1 each.

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*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each on 9th June, 1971.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
G. V. TEW, 20 Copthall Avenue, London, E.C.2, Solicitor.	One
P. S. O. ROBERTS, 20 Copthall Avenue, London, E.C.2, Solicitor.	One

Dated this 17th day of September, 1970.

Witness to the above Signatures—

T. P. LEE,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

escriptions are
n pursuance of
agree to take
t opposite our

Number of Shares taken by each Subscriber
One
One

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TO

ARTICLES OF ASSOCIATION

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The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Articles of Association

OF

CO-OPERATIVE BANK LIMITED

PRELIMINARY.

Table A not to apply

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

Interpretation

2. In these Articles, if not inconsistent with the subject or context (1) words importing the singular number include the plural, and vice versa; (2) words importing the masculine gender include the feminine gender; and (3) the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Acts 1948 to 1967 and every statutory modification or re-enactment thereof for the time being in force.
These Articles ..	These Articles of Association as herein contained or as from time to time altered.
Secretary	The Secretary of the Company and (subject to the provisions of the Act) any assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.
Office	The registered office for the time being of the Company.

Words	Meanings
Seal	The common seal of the Company.
The United Kingdom ..	Great Britain and Northern Ireland.
Paid up	Paid up or credited as paid up.
In writing . ..	Written, or produced by any substitute for writing, or partly one and partly another.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

BUSINESS.

3. The Company is formed for the purpose of acquiring from Co-operative Wholesale Society Limited ("CWS") by means of Parliamentary powers the banking business conducted for many years by CWS as a separate department of CWS.

CAPITAL.

Share capital

*4. The share capital of the Company is £100, divided into 100 shares of £1 each.

Rights attached to shares

5 Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided for by the next following Article) any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution direct, or failing such direction (but in the case of unclassified shares only) as the Directors shall determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed subject to the provisions of the Act, on such terms and in such manner as may be provided by these Articles.

VARIATION OF RIGHTS.

How special share rights may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class, but not

*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each on 9th June, 1971.

otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

Creation or issue of further shares

7. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares but shall not (unless otherwise expressly provided by these Articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in some or all respects *pari passu* therewith or subsequent thereto.

SHARES.

Shares at disposal of Directors

8. Subject to the provisions of these Articles relating to new shares all unissued shares in the capital of the Company shall be at the disposal of the Directors who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms (including the fixing of the date as from which the said shares shall rank for dividend) as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

Power to pay commissions

9. In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally; provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent. of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Exclusion of equities

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES.

Right to receive Certificates

11. (A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such fee (if any), not exceeding 1s. for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within one month after allotment or the lodgment with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall be under the Seal and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to register more than four persons as the joint holders of any share or shares and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Where a member transfers part of the shares comprised in his holding he shall be entitled to a certificate for the balance of his holding without charge.

Signature on certificates

(B) Any share certificate and any certificate for debentures of the Company which has been approved for sealing by the Directors or a committee of the Directors need not (save to the extent that the terms and conditions for the time being relating to any debentures of the Company otherwise require) be signed or counter-signed by any person. Subject as aforesaid any such certificate may, if the Directors so determine, bear signatures affixed by some mechanical system or process or the names of the Company's issuing agents.

Replacement of share certificates

12. If a share certificate be defaced, worn out, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding 1s., and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

CALLS ON SHARES.

Power to make calls

13. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, 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 each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Provisions relating to calls

14. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on calls

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent. per annum or at such lower rate as the Directors may agree to accept, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sums due on allotment to be calls

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

Power to differentiate

17. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

Payment in advance of calls

18. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and any such payment in advance of calls shall extinguish, so far as the same shall extend but subject as in these Articles provided, the liability upon the shares in respect of which it is advanced ; and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate as the member paying such sum and the Directors agree.

FORFEITURE, SURRENDER AND LIEN.

Notice to comply with call

19. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any

interest which may have accrued. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) 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 at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

Power to forfeit or accept surrender

20. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any shares liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

21. A share so forfeited or surrendered may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if they think fit, authorise some person to transfer a forfeited or surrendered share to any other person as aforesaid.

Effect on member

22. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall notwithstanding such forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum from the date of forfeiture or surrender until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

Lien

23. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and

any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

Sale of shares subject to lien

24. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Disposal of proceeds of sale

25. The net proceeds of such sale, after payment of the costs thereof, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same 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) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Title to shares surrendered, forfeited or sold

26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES.

Form of transfer

27. All transfers of shares shall be effected by transfer in writing in the usual common form or in any such other form as the Directors may approve, and need not be under seal.

Signing of transfers

28. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.

Power to refuse registration (1)

29. The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares.

Power to refuse registration (2)

30. The Directors may also decline to recognise any instrument of transfer, unless—

(A) the instrument of transfer duly stamped is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of registration

31. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of registration

32. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

No fee for registration

33. No fee will be charged by the Company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, notice in lieu of distringas or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register of members affecting the title to any shares.

Retention of transfers

34. All instruments of transfer which shall be registered may be retained by the Company, but any instrument of transfer which the Directors refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

Renunciation of allotments

35. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES.

Transmission on death

36. In the case of the death of a member the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Election of successor

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

Procedure on election

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share in favour of that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member.

Rights of unregistered successors

39. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (upon supplying to the Company such evidence as the Directors may reasonably require as to his title to the share) be entitled to receive and may give a discharge for all benefits arising or accruing on or in respect of the share, but he shall not be entitled in respect of that share to receive notices of or to attend or vote at meetings of the Company nor, save as aforesaid, to any of the rights or privileges of a member, until he shall have become a member in respect of the share; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if within sixty days the notice is not complied with such person shall (but only in the case of a share which is fully paid up) be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK.

Power to convert into stock

40. The Company may by Ordinary Resolution convert any paid up shares into stock, and re-convert any stock into paid up

shares of any denomination. If and whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall *ipso facto* be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock.

INCREASE OF CAPITAL.

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them

to such persons and on such terms as they think proper, but so that no share shall be issued at a discount, save in accordance with the provisions of the Act.

Form of new capital

46. All new shares shall (unless the Company shall by resolution otherwise determine) be subject to the provisions of these Articles with reference to payment of calls, forfeiture, surrender, lien, transfer, transmission and otherwise, and unless otherwise provided by or pursuant to these Articles or by the conditions of issue the new shares shall upon issue be Ordinary Shares.

ALTERATION OF CAPITAL.

47. The Company may by Ordinary Resolution—

Power to consolidate shares

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; whenever as a result of any consolidation of shares any member would become entitled to a fraction of a share, the Directors may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Directors may authorise some person to transfer the shares representing the fractions to the purchaser thereof whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale;

Power to cancel shares

(B) 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 share capital by the amount of the shares so cancelled;

Power to sub-divide shares

(C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared

shares of any denomination. If and whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall *ipso facto* be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock.

INCREASE OF CAPITAL.

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them

with the others as the Company has power to attach to unissued or new shares;

and may by Special Resolution—

Power to reduce capital

(D) reduce its share capital and any capital redemption reserve fund and any share premium account in any manner subject to the provisions of the Act.

GENERAL MEETINGS.

Annual and Extraordinary General Meetings

A.substituted by Special Resolution on 25th January, 1971

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Requisitioned meetings

49. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

Notice (normal)

50. An Annual General Meeting and a General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and all other General Meetings shall be called by fourteen days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, to the Directors (including the alternate Directors), and to the Auditors for the time being of the Company; provided that a General Meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed—

Notice (short)

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; 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 a right to attend and vote at the meeting.

Content of notice

51. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

Duty to inform members on requisition

52. It shall be the duty of the Company, subject to the provisions of the Act, on the requisition in writing of such number of members as is specified in the Act and (unless the Company otherwise resolves) at the expense of the requisitionists, (A) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and (B) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Omission of notice

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Form of business at meetings

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the declaration of dividends, the consideration of the accounts and of the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the appointment or reappointment of Directors in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors or of the manner in which such remuneration is to be fixed.

Special notice

55. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Act permits) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.

Quorum

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Adjournment on lack of quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of meeting

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such Deputy Chairman nor such other Director be present within five minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded—

(A) by the Chairman ; or

(B) by not less than five members having the right to vote at the meeting ; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Proxy's right to demand poll

61. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a member shall be the same as a demand by the member.

Incorrect computation of votes

62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

Method of taking poll

63. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or forms), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll.

Taking of poll

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded.

Casting vote of Chairman

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote.

Other business

66. 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 has been demanded.

Withdrawal of poll demand

67. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.

VOTES OF MEMBERS.

Voting rights

68. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder.

Votes in respect of joint holdings

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 of members in respect of the share.

Votes of mentally disordered members

70. A member suffering from mental disorder in respect of whom an order has been made or a direction or authority given by a court of competent jurisdiction may vote, whether on a show of hands or on a poll, by his receiver, curator or other person appointed by such court, and such receiver, curator or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

No right to vote when call is unpaid

71. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Objections

72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Votes on a poll

73. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Proxy need not be a member

74. Any person (whether a member or not) may be appointed to act as a proxy.

Form of proxy

75. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointor or by his attorney duly authorised in writing, or if the appointor is a corporation shall be either under its common seal or under the hand of an officer or attorney of the corporation. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney. An instrument of proxy need not be witnessed.

Deposit of proxy

76. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, 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 and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

Incidents affecting validity of proxy

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Circulation of proxy forms

78. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any meeting of any class of members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the meeting or any other person or persons. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the

invitations issued at the Company's expense they shall be issued to all to some only) of the members entitled to be sent a notice meeting and to vote thereat by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES.

Representatives

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

DIRECTORS.

Number of Directors

80. Subject as hereinafter provided, the Directors shall be not less than six in number, but the Company may by Ordinary Resolution from time to time vary the minimum number and may also fix and from time to time vary a maximum number of Directors. The first Directors shall be the persons who shall be appointed in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association or a majority of them.

No share qualification required

Share qualification

81. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

Remuneration of Directors

82. The Directors shall be entitled to remuneration at such rates as the Company by Ordinary Resolution may from time to time determine provided that, unless otherwise agreed by the Directors, no such remuneration shall be payable under this Article to a Director for the time being employed by or holding executive office with the Company, or by or with the Company's parent body corporate CWS, or by or with any company which would be a subsidiary of CWS (other than the Company) according to the definition contained in section 154 of the Companies Act 1948, were CWS a company. The Company by Ordinary Resolution may also vote extra remuneration to the Directors, which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company, or in attending and returning from meetings of the Directors or of committees of the Directors or General Meetings.

Additional remuneration

83. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Alternate Directors

84. Each Director (other than an alternate Director) may at any time appoint another Director or (subject to the approval of a majority of the Directors for the time being) any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to any requisite approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making such appointment or removal and sent to or left at the Office.

Remuneration of alternate Directors

85. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the latter's remuneration as shall be agreed between them.

Offices of profit

86. A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

Directors' contracts

87. No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the

Company either with regard to his tenure of any other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors' interests in associated companies

88. Any Director, including an alternate Director, may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by the Company or any subsidiary thereof or in which the Company or any subsidiary thereof may be interested, as a member or otherwise, or in which the Company or any subsidiary thereof has decided not to take any shareholding or other interest whatsoever, and no such Director shall be accountable for any remuneration or other benefits whatsoever received by him as a director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including, but without limitation, the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company, or voting or providing for the payment of remuneration or any other benefits whatsoever to the directors or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

Declaration of interest

89. Without prejudice to the requirements of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of Directors. In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he became so interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Directors held after the Director becomes

so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Directors held after he is so appointed. For the purposes of this Article a general notice given to the Directors by any Director to the effect that he is a member of any 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 the company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

Directors' interests in relation to quorum (1)

90. A Director, including an alternate Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or body corporate or unincorporate or whereat the terms of any such appointment are arranged, varied or abrogated, and he may vote on any such appointment, arrangement, variation or abrogation other than his own appointment or the arrangement, variation or abrogation of the terms thereof.

Directors' interest in relation to quorum (2)

91. Subject to the last preceding Article a Director, including an alternate Director, shall not as a Director vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor, save as herein provided, shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

(A) any contract or arrangement giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or of any subsidiary of the Company; or

(B) any contract or arrangement giving any security or guarantee to a third party in respect of a debt or obligation of the Company or of any subsidiary of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or

(C) any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities or rights of the Company, or of any other company which the Company may promote or be interested in; or

(D) any contract or dealing with any other body corporate in which the Director is interested only in any one or more of the capacities of officer, creditor, employee, or holder of shares, debentures or other securities or rights of that other body corporate; or

(F) any matter referring to any existing or proposed pension, superannuation, life assurance or insurance fund, scheme or arrangement of which or in which a Director may be or be about to become a member, or have or be about to have any other interest;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in any particular case or class of cases, by Ordinary Resolution of the Company.

Power to run pension schemes

92. The Directors may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase such shares, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive

Power to subscribe for charitable and other objects

position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance, benefit or emolument.

BORROWING POWERS.

Power to borrow and secure borrowings

93. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital, and 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.

GENERAL POWERS OF DIRECTORS.

General power to run business

94. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Power to delegate locally

95. The Directors may establish any local 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 such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys

96. The Directors may from time to time, and at any time, by power of attorney under the Seal, appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), for such period and subject to such

conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to establish branch register

97. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside the United Kingdom, the Channel Islands or the Isle of Man (and, if the Act shall so permit, in any other country, territory or area) in which the Company transacts business, a branch register or registers of members resident therein, and the Directors may subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

Delegation of power to make calls as part of security

98. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

Negotiable instruments

99. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

DIRECTORS HOLDING EXECUTIVE OFFICE.

Directors holding executive office

100. The Directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (whether as Chairman, Deputy Chairman, Vice-Chairman, Managing Director, Joint or Deputy or Assistant Managing Director or otherwise) as they think fit. A Director so appointed shall not, whilst holding any such office, be subject to retirement by rotation or be taken into account in determining the retirement by rotation of Directors, but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he shall vacate the office of Director or (subject as aforesaid) if the Directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall *ipso facto* determine.

Executive emoluments

101. A Director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the Directors may determine.

Grant of powers to Directors

102. The Directors may entrust to and confer upon any Director appointed to any such office any of the powers exercisable by them as Directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

RETIREMENT OF DIRECTORS.

Continuation in office of Directors over seventy

103. Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director.

Vacation of office

104. The office of a Director shall be vacated in any of the following events, namely :—

(A) if (but in the case of a Director holding any executive office subject to the terms of any contract between him and the Company) he resigns his office by notice in writing under his hand sent to or left at the office ;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally :

(C) if he becomes of unsound mind ;

(D) if he is absent from meetings of the Directors for six successive months without leave and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated ;

(E) if he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provisions of the Act;

(F) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that in the case of a Director holding an executive office subject to termination if he cease to be a Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

ROTATION OF DIRECTORS.

Retirement by rotation

105. Subject to the provisions of these Articles, at the first Annual General Meeting and at the Annual General Meeting in every subsequent year one-third of the Directors who are subject to retirement by rotation, or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office; provided always that if in any year the number of Directors who are subject to retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall be only one Director who is subject to retirement by rotation, that Director shall retire. A Director retiring at a meeting as aforesaid shall retain office until the conclusion of that meeting.

Ascertainment of Directors to retire

106. Subject to the provisions of the Act and of these Articles, the Directors to retire in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject as aforesaid, a retiring Director shall be eligible for re-appointment.

Filling of office vacated by rotation

107. The Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by appointing a person thereto, and in default the retiring Director, if willing to act, shall be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost.

Eligible Directors

108. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of a Director at any General

Meeting unless, not less than seven nor more than forty-eight days before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

Method of appointment

109. At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

Company's powers to alter numbers and determine rotation

110. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to retire from office.

Power to appoint additional Directors

111. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting, and shall be eligible for re-appointment at that meeting. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Power to remove Directors

112. Without prejudice to the provisions of the Act the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

PROCEEDINGS OF DIRECTORS.

Board meetings

113. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by

a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proxy votes at Board meetings

114. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, telex, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with the Secretary for filing.

Quorum at Board meetings

115. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum, but so that not less than two individuals shall constitute the quorum. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being excercisable by the Directors.

Minimum number

116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Board

117. The Directors may, from their number, from time to time elect and remove a Chairman and, if thought fit, one or more Deputy Chairmen and/or Vice-Chairmen and determine the period for which they are to hold office. The Chairman, or in his absence the Deputy Chairman (to be chosen, if there be more than one, by agreement amongst themselves or, failing agreement, by lot), or in the absence of any Deputy Chairman the Vice-Chairman (to be chosen, if there be more than one, as aforesaid), shall preside at all meetings of the

Directors, but if no such Chairman, Deputy Chairman or Vice-Chairman be elected, or if at any meeting the Chairman and no Deputy Chairman or Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Written Board resolution

118. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors; and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

Committees

119. The Directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations imposed by the Directors under this Article.

Defects in appointment

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

EXECUTIVE AND OTHER DIRECTORS.

Appointment of Non-Board Directors

121. The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be

a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

MINUTES AND BOOKS.

Minutes and books

122. The Directors shall cause minutes to be made—

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of Directors and of any committee of Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings took place, or by the Chairman of the next following meeting, shall be evidence of the proceedings.

Looseleaf books

123. Subject as required by law any register, index, minute book, book of account or other book required by these Articles or by law to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

SECRETARY.

Secretary

124. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Absence of Secretary

125. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL.

Seal

126. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Directors or of a committee of the Directors authorised in that behalf by the Directors. The Directors may from time to time make such regulations as they see fit (subject to the provisions of these Articles in relation to share certificates and debenture certificates) determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed, and until otherwise so determined (and subject as aforesaid) every such instrument shall be signed by one Director and shall be countersigned by the Secretary or by a second Director.

Foreign seal

127. The Company may have an official seal for use abroad under the provisions of the Act where and as the Directors shall determine, and the Company may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

AUTHENTICATION OF DOCUMENTS.

Authentication

128. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minute or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS.

Power to apply profits

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

Limits on dividend

130. No dividend shall be payable except out of the profits of the Company, and no dividend shall exceed the amount recommended by the Directors.

Quantification of dividend

131. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof 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. 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, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, such share shall rank for dividend accordingly.

Interim dividends

132. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment. Provided the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.

Pre-acquisition profits

133. Subject to the provisions of the Act or as otherwise required by law, where any asset, business or property is bought by the Company as from a past date, whether such date be before or after the incorporation of the Company, the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Deduction from dividends

134. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

Retention of dividends

135. The Directors may retain the dividends payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Unclaimed dividends

136. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

Method of paying dividends

137. Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto and in the case of joint holders to any one of such joint holders or to such person and such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Joint holders

138. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other money payable on or in respect of the share.

Dividends paid in specie

139. A General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures or other securities or rights of any other company, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may

make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates or any part thereof and otherwise as they think fit.

RESERVES.

Reserves

140. The Directors may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

DISTRIBUTION OF CAPITAL GAINS.

Capital gains

141. Notwithstanding anything in any other of these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretion of capital assets shall be divided among the members in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

CAPITALISATION.

Capitalisation of reserves

142. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company standing to the credit of profit and loss account or otherwise available for distribution (not being required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits) or any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full

unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members as fully paid.

Procedure on capitalisation

143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, or to make provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS.

Books of account

144. The Directors shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

Accounts

145. The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.

Auditors' report

146. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Act.

Right to receive accounts

147. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed to the accounts) shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or of these Articles; provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Whenever quotation on any Stock Exchange in the United Kingdom for all or any of the shares or debentures of the Company shall for the time being be in force, there shall be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Accuracy of accounts

148. Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDITORS.

Auditors

149. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Periodic accounts

150. Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by an Auditor or Auditors.

Rights of Auditors

151. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive notices of and other communications relating to any General Meeting which any member is entitled to

receive and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

NOTICES

How notice is given

152. Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

Members without U.K. addresses

153. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give 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 such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Assumption that notice received

154. Any member present, either in person or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

Successors bound

155. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which previously to his name and address being entered on the register of members shall have been duly given to a person from whom he derives his title to such shares.

Advertisement

156. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London.

Timing of notices

157. Save as otherwise provided by the Act or by these Articles, any notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. Any notice or other document, if served by post, shall be deemed to have

Method of posting

been served at the time when the letter, envelope, card or cover containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, card or cover containing the notice or document was properly addressed and duly posted. A notice to be given by advertisement shall be deemed to have been served on the day on which the advertisement appears.

Dead or bankrupt members

158. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP.

Powers on winding up

159. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY.

Indemnity

160. Subject to the provisions of the Act, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

PRIVATE COMPANY.

161. The Company is a Private Company and accordingly— Company to be a Private Company

(A) the right to transfer shares is restricted in manner hereinbefore prescribed; and

(B) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this Article be treated as a single member; and

(C) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G. V. TEW,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

P. S. O. ROBERTS,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

Dated this 17th day of September, 1970.

Witness to the above Signatures—

T. P. LEE,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

No. 990937 /20

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolutions

OF

Co-operative Bank Limited.

(Passed 14th May, 1973).

AT an EXTRAORDINARY GENERAL MEETING of the Company held 14th May, 1973, the following Resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS.

1. THAT the capital of the Company be increased to £8,000,000 by the creation of 4,000,000 Shares of £1 each ranking in all respects pari passu with the existing Shares in the capital of the company

2. THAT the sum of £4,000,000 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and that the same be applied in making payment in full at par for 4,000,000 Shares of £1 each in the capital of the Company such Shares to be distributed as fully paid among the persons who are now the registered holders of the Shares in the capital of the Company at the rate of one Share for every one Share of £1 of the Company held by such holders respectively such Shares to rank for dividend as from the 14th day of May 1973.

11

A. WILSON.
Chairman.

R Wilson

COMPANIES REGISTRATION
30 MAY 1973
29 OFFICE 29

No. 990937

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

CO-OPERATIVE BANK LIMITED

Incorporated the 5th day of October, 1970

HERBERT OPPENHEIMER,
NATHAN & VANDYK,
20 COPTHALL AVENUE,
LONDON, E.C.2.

Reprinted 1972

COMPANIES REGISTRATION
- 8 JUN 1973

No. of Company 990937

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 25th day of January, 1971

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 25th day of January, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting regulation 48 and substituting the following :—

" GENERAL MEETINGS.

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year ; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next : Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

G. E. BRADFIELD, *Chairman.*

COMPANIES REGISTRATION
30 MAY 1973
29 OFFICE 29

No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

Co-operative Bank Limited.

(Passed 9th June, 1971)

AT an EXTRAORDINARY GENERAL MEETING of the Company held on the 9th June, 1971, the following Resolution was duly passed as an Ordinary Resolution :

ORDINARY RESOLUTION

THAT the Capital of the Company be increased to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each, ranking in all respects pari passu with the existing shares in the Capital of the Company.

A. WILSON

Chairman

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolutions

OF

Co-operative Bank Limited.

(Passed 14th May, 1973).

AT an EXTRAORDINARY GENERAL MEETING of the Company held 14th May, 1973, the following Resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS.

1. THAT the capital of the Company be increased to £8,000,000 by the creation of 4,000,000 Shares of £1 each ranking in all respects pari passu with the existing Shares in the capital of the company

2. THAT the sum of £4,000,000 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and that the same be applied in making payment in full at par for 4,000,000 Shares of £1 each in the capital of the Company such Shares to be distributed as fully paid among the persons who are now the registered holders of the Shares in the capital of the Company at the rate of one Share for every one Share of £1 of the Company held by such holders respectively such Shares to rank for dividend as from the 14th day of May 1973.

A. WILSON.
Chairman.

CERTIFICATE OF INCORPORATION

No. 990937

I HEREBY CERTIFY that CO-OPERATIVE BANK 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 5th October, 1970.

F. L. KNIGHT,
Assistant Registrar of Companies.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CO-OPERATIVE BANK LIMITED

1. The name of the Company is "CO-OPERATIVE BANK LIMITED" and it is hereinafter called "the Bank."

2. The registered office of the Bank will be situate in England.

3. The objects for which the Bank is established are :—

(1) To carry on in any part of the world the business of banking in all its branches, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the Bank shall carry on business, be usually carried on as part of or in connection with, or which may conduce to or be calculated to facilitate or render profitable the transaction of, the business of banking or dealing in money or securities of any kind; and, in particular, and without prejudice to such generality :—

(A) To receive money on loan, deposit, current account or otherwise, with or without security, to obtain the use and control of money and securities, and to employ and use the same.

(B) To advance or lend money or give credit with or without security.

(C) To draw, make, accept, endorse, grant, discount, execute, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure obligations, instruments (whether negotiable or transferable or not) and securities of every kind.

(D) To grant, issue, negotiate, honour, retire and pay letters of credit, circular notes, drafts and other instruments and securities of every kind.

(E) To buy, sell and deal in foreign exchange, precious metals, bullion and specie.

(F) To contract for public and private loans and to negotiate and issue the same.

(G) To receive money, securities, documents and valuables on deposit or for safe custody or otherwise.

(H) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.

(I) To guarantee or otherwise accept responsibility for:—

the genuineness and validity of obligations, instruments, deeds and documents of all kinds; and the performance of obligations or contracts of every kind by any person, firm or body corporate, and in particular by the Bank's parent body corporate Co-operative Wholesale Society Limited.

(J) To promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of, participate in, manage or carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture stock of any body corporate and to lend money for the purposes of any such issue.

(K) To receive security for the implementation of any obligations.

(L) To grant indemnities against loss and risks of all kinds.

(2) To carry on financial business and financial operations of all kinds, and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the sale of goods, articles or commodities of all and every kind whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise, to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts and to constitute and to act as managers of unit trusts and investment trusts and to issue and

transact business in respect of all types of bankers' cards and credit cards and to carry on all kinds of insurance business and generally to act as financiers, capitalists, industrialists, merchants, traders, factors, commission agents, insurance brokers or in any other capacity, and to import, export, buy, sell, barter, exchange, let on hire, pledge, make advances upon or otherwise deal in any property whether tangible or intangible.

(3) To undertake the office of trustee, custodian trustee, managing trustee, administrator, executor, receiver, treasurer, registrar, auditor, manager, director or secretary and to undertake and execute either alone or jointly trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and as nominee holder of property or securities of whatsoever description.

(4) To provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested, whether as shareholder, creditor or otherwise and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any shares, stocks, funds or securities, and to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.

(5) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.

(6) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Bank or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securites issued or guaranteed by any company or person.

(7) To carry on the businesses of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communications systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of any kind or description, and whether alone or jointly with any other person or company, and to enter into any arrangement for sharing profits, joint adventure or otherwise in relation thereto.

(8) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Bank capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Bank or to enhance the value of or render more profitable any of the Bank's property.

(9) To take or concur in any steps or proceedings (including the undertaking of any obligation, monetary or otherwise) calculated to uphold or support the credit of the Bank, or to obtain, maintain, justify or restore public confidence, or to avert or minimise financial disturbances directly or indirectly affecting or likely to affect the business of the Bank.

(10) To build, erect, construct, maintain, improve, alter, enlarge, pull down, rebuild, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or object of the Bank and to enter into contracts and arrangements of all kinds with builders, tenants and others.

(11) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any business of the Bank, or required by any customers of or persons having dealings with the Bank or which may seem capable of being profitably dealt with in connection with any such business.

(12) To acquire, hire, hold, manage, develop, take options over, take on lease or in exchange, dispose of and deal with or otherwise any real or personal property, rights or interests by any means whatsoever.

(13) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Bank is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Bank, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

(14) (i) To acquire, accept and take, hold and sell either in the name of the Bank or in that of any nominee all or any shares, debentures, debenture stock, bonds, notes, obligations and securities of or in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Bank, or such as may be likely to promote or advance the interests of the Bank.

(ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Bank of some special

proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested upon such terms as may be thought fit.

(iv) To carry on the business of banking aforesaid by or through the medium of companies which are subsidiaries of or otherwise under the control (direct or indirect) of the Bank, and to co-ordinate the administration of and provide services and facilities of all kinds for such companies or any of them.

(15) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(16) To apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Bank, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

(17) To improve, exchange, manage, cultivate, develop royalty, turn to account, grant licences, easements or other rights and privileges in respect of or otherwise deal with all or any part of the undertaking, property, assets, rights, effects and interests of the Bank.

(18) To invest and deal with the moneys of the Bank in such manner as may from time to time be determined.

(19) To borrow or raise money in such manner as the Bank shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Bank's property or assets (whether present or future), including

its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Bank or any other person or company of any obligation or liability undertaken by the Bank or any other person or company as the case may be.

(20) To act as agents and to transact all kinds of agency business and to act for and represent and to employ as agents any company or person domiciled or resident at home or abroad.

(21) To vest any real or personal property, rights or interests acquired by or belonging to the Bank in any person or company on behalf or for the benefit of the Bank, and with or without any declared trust in favour of the Bank.

(22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Bank to carry any of its objects into effect or for extending any of the Bank's powers or for effecting any modification of the Bank's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Bank or of its members.

(23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, persons, trade associations or funds that may seem conducive to the Bank's objects, or any of them, and to obtain from any such government, authority, corporation, company, person, trade association or fund, any charters, contracts, decrees, rights, privileges and concessions which the Bank may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(24) To remunerate any person, firm or company rendering or to render services to the Bank, whether by cash payment or by the allotment to him or them of, or grant of options over shares, debentures or other securities of the Bank credited as paid up in full or in part or otherwise.

(25) To pay out of the funds of the Bank all expenses which the Bank may lawfully pay of or incident to the formation and registration of or the raising of money for the Bank or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Bank.

(26) To establish, maintain, participate in and contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses, benefits and emoluments to any persons who are or were at any time in the employment or service of the Bank, or any of its predecessors in business or of any company which is a subsidiary of the Bank or is allied to or associated with the Bank or with any such subsidiary, or who may be or have been Directors or officers of the Bank, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, building and housing schemes, funds, trusts and conveniences calculated to be for the benefit of, or to advance the interests and well-being of the Bank or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with others.

(27) To make and enter into arrangements with employees of the Bank for profit sharing upon such terms as may seem expedient.

(28) To procure the Bank to be registered or recognised in any dominion, colony or dependency and in any foreign country or place, and to establish and maintain branches and agencies in any part of the world.

(29) To promote any other company or companies for the purpose of acquiring or taking over all or any of the

property, rights and/or undertaking any of the liabilities of the Bank, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Bank, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities, of any such company as aforesaid.

(30) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the property, assets or undertaking of the Bank or any interests therein for such consideration as the Bank may think fit and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, government or authority (whether supreme, municipal, local or otherwise).

(31) To distribute among the members of the Bank in kind any property of the Bank (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Bank or of which the Bank may have the power of disposing.

(32) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Bank, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

*5. The share capital of the Bank is £100, divided into 100 shares of £1 each. ✓

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*Capital increased from £100 to £1,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each on 9th June, 1971. ✓

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May 1973. ✓

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
G. V. TEW, 20 Copthall Avenue, London, E.C.2, Solicitor.	One
P. S. O. ROBERTS, 20 Copthall Avenue, London, E.C.2, Solicitor.	One

Dated this 17th day of September, 1970.

Witness to the above Signatures—

T. P. LEE,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

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TO

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COMPANY LIMITED BY SHARES

Articles of Association

OF

CO-OPERATIVE BANK LIMITED

PRELIMINARY.

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company. Table A not to apply

2. In these Articles, if not inconsistent with the subject or context (1) words importing the singular number include the plural and vice versa; (2) words importing the masculine gender include the feminine gender; and (3) the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof. Interpretation

WORDS	MEANINGS
The Act . ..	The Companies Acts 1948 to 1967 and every statutory modification or re-enactment thereof for the time being in force.
These Articles ..	These Articles of Association as herein contained or as from time to time altered.
Secretary	The Secretary of the Company and (subject to the provisions of the Act) any assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.
Office	The registered office for the time being of the Company.

WORDS	MEANINGS
Seal	The common seal of the Company.
The United Kingdom ..	Great Britain and Northern Ireland.
Paid up	Paid up or credited as paid up.
In writing	Written, or produced by any substitute for writing, or partly one and partly another.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

BUSINESS.

3. The Company is formed for the purpose of acquiring from Co-operative Wholesale Society Limited ("CWS") by means of Parliamentary powers the banking business conducted for many years by CWS as a separate department of CWS.

CAPITAL.

Share capital

*4. The share capital of the Company is £100, divided into 100 shares of £1 each.

Rights attached to shares

5. Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided for by the next following Article) any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution direct, or failing such direction (but in the case of unclassified shares only) as the Directors shall determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed subject to the provisions of the Act, on such terms and in such manner as may be provided by these Articles.

VARIATION OF RIGHTS.

How special share rights may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class, but not

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*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each on 9th June, 1971.

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May 1973.

otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

Creation or issue of further shares

7. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares but shall not (unless otherwise expressly provided by these Articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in some or all respects *pari passu* therewith or subsequent thereto.

SHARES.

Shares at disposal of Directors

8. Subject to the provisions of these Articles relating to new shares all unissued shares in the capital of the Company shall be at the disposal of the Directors who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms (including the fixing of the date as from which the said shares shall rank for dividend) as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

Power to pay commissions

9. In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally; provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent. of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Exclusion of equities

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

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CERTIFICATES.

Right to receive Certificates

11. (A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such fee (if any), not exceeding 1s. for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within one month after allotment or the lodgment with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall be under the Seal and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to register more than four persons as the joint holders of any share or shares and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Where a member transfers part of the shares comprised in his holding he shall be entitled to a certificate for the balance of his holding without charge.

Signature on certificates

(B) Any share certificate and any certificate for debentures of the Company which has been approved for sealing by the Directors or a committee of the Directors need not (save to the extent that the terms and conditions for the time being relating to any debentures of the Company otherwise require) be signed or counter-signed by any person. Subject as aforesaid any such certificate may, if the Directors so determine, bear signatures affixed by some mechanical system or process or the names of the Company's issuing agents.

Replacement of share certificates

12. If a share certificate be defaced, worn out, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding 1s., and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

CALLS ON SHARES.

Power to make calls

13. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, 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 each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Provisions relating to calls

14. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on calls

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent. per annum or at such lower rate as the Directors may agree to accept, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sums due on allotment to be calls

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

Power to differentiate

17. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

Payment in advance of calls

18. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and any such payment in advance of calls shall extinguish, so far as the same shall extend but subject as in these Articles provided, the liability upon the shares in respect of which it is advanced, and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate as the member paying such sum and the Directors agree.

FORFEITURE, SURRENDER AND LIEN.

Notice to comply with call

19. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any

interest which may have accrued. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) 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 at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

Power to forfeit or accept surrender

20. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any shares liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

21. A share so forfeited or surrendered may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if they think fit, authorise some person to transfer a forfeited or surrendered share to any other person as aforesaid.

Effect on member

22. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall notwithstanding such forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum from the date of forfeiture or surrender until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

Lien

23. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and

any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

Sale of shares subject to lien

24. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Disposal of proceeds of sale

25. The net proceeds of such sale, after payment of the costs thereof, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same 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) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Title to shares surrendered, forfeited or sold

26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Compa[illegible] and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES.

Form of transfer

27. All transfers of shares shall be effected by transfer in writing in the usual common form or in any such other form as the Directors may approve, and need not be under seal.

Signing of transfers

28. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.

Power to refuse registration (1)

29. The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares.

Power to refuse registration (2)

30. The Directors may also decline to recognise any instrument of transfer, unless—

(A) the instrument of transfer duly stamped is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of registration

31. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of registration

32. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

No fee for registration

33. No fee will be charged by the Company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, notice in lieu of distringas or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register of members affecting the title to any shares.

Retention of transfers

34. All instruments of transfer which shall be registered may be retained by the Company, but any instrument of transfer which the Directors refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

Renunciation of allotments

35. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES.

Transmission on death

36. In the case of the death of a member the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Election of successor

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

Procedure on election

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share in favour of that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member.

Rights of unregistered successors

39. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (upon supplying to the Company such evidence as the Directors may reasonably require as to his title to the share) be entitled to receive and may give a discharge for all benefits arising or accruing on or in respect of the share, but he shall not be entitled in respect of that share to receive notices of or to attend or vote at meetings of the Company nor, save as aforesaid, to any of the rights or privileges of a member, until he shall have become a member in respect of the share; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if within sixty days the notice is not complied with such person shall (but only in the case of a share which is fully paid up) be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK.

Power to convert into stock

40. The Company may by Ordinary Resolution convert any paid up shares into stock, and re-convert any stock into paid up

shares of any denomination. If and whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall *ipso facto* be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock.

INCREASE OF CAPITAL.

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them

to such persons and on such terms as they think proper, but so that no share shall be issued at a discount, save in accordance with the provisions of the Act.

Form of new capital

46. All new shares shall (unless the Company shall by resolution otherwise determine) be subject to the provisions of these Articles with reference to payment of calls, forfeiture, surrender, lien, transfer, transmission and otherwise, and unless otherwise provided by or pursuant to these Articles or by the conditions of issue the new shares shall upon issue be Ordinary Shares.

ALTERATION OF CAPITAL.

47. The Company may by Ordinary Resolution—

Power to consolidate shares

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; whenever as a result of any consolidation of shares any member would become entitled to a fraction of a share, the Directors may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Directors may authorise some person to transfer the shares representing the fractions to the purchaser thereof whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale;

Power to cancel shares

(B) 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 share capital by the amount of the shares so cancelled;

Power to sub-divide shares

(C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared

with the others as the Company has power to attach to unissued or new shares;

and may by Special Resolution—

Power to reduce capital

(D) reduce its share capital and any capital redemption reserve fund and any share premium account in any manner subject to the provisions of the Act.

GENERAL MEETINGS.

Annual and Extraordinary General Meetings

As substituted by Special Resolution on 25th January, 1971

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Requisitioned meetings

49. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

Notice (normal)

50. An Annual General Meeting and a General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and all other General Meetings shall be called by fourteen days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, to the Directors (including the alternate Directors), and to the Auditors for the time being of the Company; provided that a General Meeting of the Company shall,

Notice (short)

notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed—

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; 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 a right to attend and vote at the meeting.

Content of notice

51. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

Duty to inform members on requisition.

52. It shall be the duty of the Company, subject to the provisions of the Act, on the requisition in writing of such number of members as is specified in the Act and (unless the Company otherwise resolves) at the expense of the requisitionists, (A) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and (B) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Omission of notice

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Form of business at meetings

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the declaration of dividends, the consideration of the accounts and of the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the appointment or reappointment of Directors in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors or of the manner in which such remuneration is to be fixed.

Special notice

55. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Act permits) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.

Quorum

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Adjournment on lack of quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of meeting

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such Deputy Chairman nor such other Director be present within five minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded—

(A) by the Chairman ; or

(B) by not less than five members having the right to vote at the meeting ; or

(C) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(D) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Proxy's right to demand poll

61. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a member shall be the same as a demand by the member.

Incorrect computation of votes

62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

Method of taking poll

63. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or forms), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll.

Taking of poll

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded.

Casting vote of Chairman

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote.

Other business

66. 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 has been demanded.

Withdrawal of poll demand

67. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.

VOTES OF MEMBERS.

Voting rights

68. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder.

Votes in respect of joint holdings

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 of members in respect of the share.

Votes of mentally disordered members

70. A member suffering from mental disorder in respect of whom an order has been made or a direction or authority given by a court of competent jurisdiction may vote, whether on a show of hands or on a poll, by his receiver, curator or other person appointed by such court, and such receiver, curator or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

No right to vote when call is unpaid

71. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Objections

72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Votes on a poll

73. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Proxy need not be a member

74. Any person (whether a member or not) may be appointed to act as a proxy.

Form of proxy

75. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointor or by his attorney duly authorised in writing, or if the appointor is a corporation shall be either under its common seal or under the hand of an officer or attorney of the corporation. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney. An instrument of proxy need not be witnessed.

Deposit of proxy

76. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, 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 and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

Incidents affecting validity of proxy

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Circulation of proxy forms

78. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any meeting of any class of members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the meeting or any other person or persons. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the

invitations are issu... ...ny's expense they shall be issued to all (and not ... only) of the members entitled to be sent a notice of the m... ...t to vote thereat by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES.

Representatives

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

DIRECTORS.

Number of Directors

80. Subject as hereinafter provided, the Directors shall be not less than six in number, but the Company may by Ordinary Resolution from time to time vary the minimum number and may also fix and from time to time vary a maximum number of Directors. The first Directors shall be the persons who shall be appointed in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association or a majority of them.

No share qualification required

Share qualification

81. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

Remuneration of Directors

82. The Directors shall be entitled to remuneration at such rates as the Company by Ordinary Resolution may from time to time determine provided that, unless otherwise agreed by the Directors, no such remuneration shall be payable under this Article to a Director for the time being employed by or holding executive office with the Company, or by or with the Company's parent body corporate CWS, or by or with any company which would be a subsidiary of CWS (other than the Company) according to the definition contained in section 154 of the Companies Act 1948, were CWS a company. The Company by Ordinary Resolution may also vote extra remuneration to the Directors, which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company, or in attending and returning from meetings of the Directors or of committees of the Directors or General Meetings.

Additional remuneration

83. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Alternate Directors

84. Each Director (other than an alternate Director) may at any time appoint another Director or (subject to the approval of a majority of the Directors for the time being) any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to any requisite approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making such appointment or removal and sent to or left at the Office.

Remuneration of alternate Directors

85. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the latter's remuneration as shall be agreed between them.

Offices of profit

86. A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

Director's contract

87. No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the

Company either with regard to his tenure of any other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors' interests in associated companies

88. Any Director, including an alternate Director, may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by the Company or any subsidiary thereof or in which the Company or any subsidiary thereof may be interested, as a member or otherwise, or in which the Company or any subsidiary thereof has decided not to take any shareholding or other interest whatsoever, and no such Director shall be accountable for any remuneration or other benefits whatsoever received by him as a director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including, but without limitation, the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company, or voting or providing for the payment of remuneration or any other benefits whatsoever to the directors or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

Declaration of interest

89. Without prejudice to the requirements of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of Directors. In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he became so interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Directors held after the Director becomes

so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Directors held after he is so appointed. For the purposes of this Article a general notice given to the Directors by any Director to the effect that he is a member of any 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 the company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

Directors' interests in relation to quorum (1)

90. A Director, including an alternate Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or body corporate or unincorporate or whereat the terms of any such appointment are arranged, varied or abrogated, and he may vote on any such appointment, arrangement, variation or abrogation other than his own appointment or the arrangement, variation or abrogation of the terms thereof.

Directors' interest in relation to quorum (2)

91. Subject to the last preceding Article a Director, including an alternate Director, shall not as a Director vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor, save as herein provided, shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

(A) any contract or arrangement giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or of any subsidiary of the Company; or

(B) any contract or arrangement giving any security or guarantee to a third party in respect of a debt or obligation of the Company or of any subsidiary of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or

(C) any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities or rights of the Company, or of any other company which the Company may promote or be interested in; or

(D) any contract or dealing with any other body corporate in which the Director is interested only in any one or more of the capacities of officer, creditor, employee, or holder of shares, debentures or other securities or rights of that other body corporate ; or

(E) any matter referring to any existing or proposed pension, superannuation, life assurance or insurance fund, scheme or arrangement of which or in which a Director may be or be about to become a member, or have or be about to have any other interest ;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in any particular case or class of cases, by Ordinary Resolution of the Company.

Power to run pension schemes

92. The Directors may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase such shares, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive

Power to subscribe for charitable and other objects

position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance, benefit or emolument.

BORROWING POWERS.

Power to borrow and secure borrowings

93. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital, and 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.

GENERAL POWERS OF DIRECTORS.

General power to run business

94. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Power to delegate locally

95. The Directors may establish any local 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 such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys

96. The Directors may from time to time, and at any time, by power of attorney under the Seal, appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), for such period and subject to such

conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to establish branch register

97. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside the United Kingdom, the Channel Islands or the Isle of Man (and, if the Act shall so permit, in any other country, territory or area) in which the Company transacts business, a branch register or registers of members resident therein, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

Delegation of power to make calls as part of security

98. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

Negotiable instruments

99. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

DIRECTORS HOLDING EXECUTIVE OFFICE.

Directors holding executive office

100. The Directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (whether as Chairman, Deputy Chairman, Vice-Chairman, Managing Director, Joint or Deputy or Assistant Managing Director or otherwise) as they think fit. A Director so appointed shall not, whilst holding any such office, be subject to retirement by rotation or be taken into account in determining the retirement by rotation of Directors, but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he shall vacate the office of Director or (subject as aforesaid) if the Directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall *ipso facto* determine.

101. A Director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the Directors may determine. Executive emoluments

102. The Directors may entrust to and confer upon any Director appointed to any such office any of the powers exercisable by them as Directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Grant of powers to Directors

RETIREMENT OF DIRECTORS.

103. Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director. Continuation in office of Directors over seventy

104. The office of a Director shall be vacated in any of the following events, namely :— Vacation of office

(A) if (but in the case of a Director holding any executive office subject to the terms of any contract between him and the Company) he resigns his office by notice in writing under his hand sent to or left at the office ;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally ;

(C) if he becomes of unsound mind ;

(D) if he is absent from meetings of the Directors for six successive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated ;

(E) if he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provisions of the Act ;

(F) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that in the case of a Director holding an executive office subject to termination if he cease to be a Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

ROTATION OF DIRECTORS.

Retirement by rotation

105. Subject to the provisions of these Articles, at the first Annual General Meeting and at the Annual General Meeting in every subsequent year one-third of the Directors who are subject to retirement by rotation, or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office ; provided always that if in any year the number of Directors who are subject to retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall be only one Director who is subject to retirement by rotation, that Director shall retire. A Director retiring at a meeting as aforesaid shall retain office until the conclusion of that meeting.

Ascertainment of Directors to retire

106. Subject to the provisions of the Act and of these Articles, the Directors to retire in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject as aforesaid, a retiring Director shall be eligible for re-appointment.

Filling of office vacated by rotation

107. The Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by appointing a person thereto, and in default the retiring Director, if willing to act, shall be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost.

Eligible Directors

108. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of a Director at any General

Meeting unless, not less than seven nor more than forty-eight days before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

Method of appointment

109. At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

Company's powers to alter numbers and determine rotation

110. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to retire from office.

Power to appoint additional Directors

111. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting, and shall be eligible for re-appointment at that meeting. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Power to remove Directors

112. Without prejudice to the provisions of the Act the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

PROCEEDINGS OF DIRECTORS.

Board meetings

113. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by

a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proxy votes at Board meetings

114. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, telex, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with th Secretary for filing.

Quorum at Board meetings

115. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum, but so that not less than two individuals shall constitute the quorum. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being excercisable by the Directors.

Minimum number

116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Board

117. The Directors may, from their number, from time to time elect and remove a Chairman and, if thought fit, one or more Deputy Chairmen and/or Vice-Chairmen and determine the period for which they are to hold office. The Chairman, or in his absence the Deputy Chairman (to be chosen, if there be more than one, by agreement amongst themselves or, failing agreement, by lot), or in the absence of any Deputy Chairman the Vice-Chairman (to be chosen, if there be more than one, as aforesaid), shall preside at all meetings of the

Directors, but if no such Chairman, Deputy Chairman or Vice-Chairman be elected, or if at any meeting the Chairman and no Deputy Chairman or Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Written Board resolution

118. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors; and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

Committees

119. The Directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations imposed by the Directors under this Article.

Defects in appointment

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

EXECUTIVE AND OTHER DIRECTORS.

Appointment of Non-Board Directors

121. The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be

a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

MINUTES AND BOOKS.

Minutes and books

122. The Directors shall cause minutes to be made—

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of Directors and of any committee of Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings took place, or by the Chairman of the next following meeting, shall be evidence of the proceedings.

Looseleaf books

123. Subject as required by law any register, index, minute book, book of account or other book required by these Articles or by law to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

SECRETARY.

Secretary

124. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Absence of Secretary

125. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL.

Seal

126. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Directors or of a committee of the Directors authorised in that behalf by the Directors. The Directors may from time to time make such regulations as they see fit (subject to the provisions of these Articles in relation to share certificates and debenture certificates) determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed, and until otherwise so determined (and subject as aforesaid) every such instrument shall be signed by one Director and shall be countersigned by the Secretary or by a second Director.

Foreign seal

127. The Company may have an official seal for use abroad under the provisions of the Act where and as the Directors shall determine, and the Company may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

AUTHENTICATION OF DOCUMENTS.

Authentication

128. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS.

Power to apply profits

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

Limits on dividend

130. No dividend shall be payable except out of the profits of the Company, and no dividend shall exceed the amount recommended by the Directors

Quantification of dividend

131. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof 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. 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, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, such share shall rank for dividend accordingly.

Interim dividends

132. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment. Provided the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.

Pre-acquisition profits

133. Subject to the provisions of the Act or as otherwise required by law, where any asset, business or property is bought by the Company as from a past date, whether such date be before or after the incorporation of the Company, the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Deduction on dividends

134. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

135. The Directors may retain the dividends payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same. Retention of dividends

136. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely. Unclaimed dividends

137. Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto and in the case of joint holders to any one of such joint holders or to such person and such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby. Method of paying dividends

138. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share. Joint holders

139. A General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures or other securities or rights of any other company, and the Directors shall give effect to such resolution: and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may Dividends paid in specie

make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates or any part thereof and otherwise as they think fit.

RESERVES.

Reserves

140. The Directors may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

DISTRIBUTION OF CAPITAL GAINS.

Capital gains

141. Notwithstanding anything in any other of these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretion of capital assets shall be divided among the members in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

CAPITALISATION.

Capitalisation of reserves

142. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company standing to the credit of profit and loss account or otherwise available for distribution (not being required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits) or any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full

unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members as fully paid.

Procedure on capitalisation

143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, or to make provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS.

Books of account

144. The Directors shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

Accounts

145. The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.

Auditors' report

146. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Act.

Right to receive accounts

147. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed to the accounts) shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or of these Articles; provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Whenever quotation on any Stock Exchange in the United Kingdom for all or any of the shares or debentures of the Company shall for the time being be in force, there shall be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Accuracy of accounts

148. Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDITORS.

Auditors

149. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Periodic accounts

150. Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by an Auditor or Auditors.

Rights of Auditors

151. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive notices of and other communications relating to any General Meeting which any member is entitled to

receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

NOTICES.

How notice is given

152. Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

Members without U.K. addresses

153. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give 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 such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Assumption that notice received

154. Any member present, either in person or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

Successors bound

155. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which previously to his name and address being entered on the register of members shall have been duly given to a person from whom he derives his title to such shares.

Advertisement

156. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London.

Timing of notices

157. Save as otherwise provided by the Act or by these Articles, any notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. Any notice or other document, if served by post, shall be deemed to have

Method of posting

been served at the time when the letter, envelope, card or cover containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, card or cover containing the notice or document was properly addressed and duly posted. A notice to be given by advertisement shall be deemed to have been served on the day on which the advertisement appears.

Dead or bankrupt members

158. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP.

Powers on winding up

159. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any share in respect of which there is a liability.

INDEMNITY.

Indemnity

160. Subject to the provisions of the Act, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

PRIVATE COMPANY.

Company to be a Private Company

161. The Company is a Private Company and accordingly—

(A) the right to transfer shares is restricted in manner hereinbefore prescribed; and

(B) the number of members of the Company (exclusive of persons who are in the employment of the Company and of persons who having been formerly in the employment of the Company were while in such employment and have continued after the determination of such employment to be members of the Company) is limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this Article be treated as a single member; and

(C) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G. V. THEW,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

P. S. O. ROBERTS,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

Dated this 17th day of September, 1970.

Witness to the above Signatures--

T. P. LEE,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

Number of Company 990937

IN

THE STAMP ACT 189

Company Limited by Shares

STATEMENT OF INCREASE OF THE NO CAPITAL

OF

CO-OPERATIVE BANK

LIMITED

Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, by Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Fifty Pence for every £100 or fraction of £100.

This Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased interest on the duty at the rate of 5 per cent per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act 1903.)

Presented by

Mr R.S. Weir, Secretary
Co-operative Bank Ltd.,
New Century House,
Manchester M60 4ES

Presentor's Reference RSW/JW

COMPANIES REGISTRATION
30 MAY 1973
29 OFFICE 29

Form No. 26a

25

Printed and Published by The Solicitors' Law Stationery Society, Limited, Oyez House, Breams Buildings, Fetter Lane, London EC4P 4BU and at Birmingham, Cardiff, Liverpool, Manchester and Glasgow.
F9099.19-8-71 BW11053
PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS
Companies 6B

P.T.O.

Number of Company } 990937

THE COMPANIES ACTS 1948 to 1967

NOTICE OF INCREASE IN NOMINAL CAPITAL

Pursuant to section 63 of the Companies Act 1948

(A separate ~~STATEMENT OF INCREASE~~ may not be required with this form; please see overleaf)

To the REGISTRAR OF COMPANIES

Insert name of Company: CO-OPERATIVE BANK

* "Ordinary" or "Extraordinary" or "Special".

Limited, hereby gives you notice, pursuant to Section 63 of the Companies Act 1948, that by a * Ordinary Resolution of the Company dated the 14th day of May 1973 the nominal capital of the Company has been increased by the addition thereto of the sum of £4,000,000 beyond the registered capital of £1,000,000

The additional capital is divided as follows :—

Number of Shares	Class of Share	Nominal amount of each share
4,000,000	(unspecified)	£1

The conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows :—

**If any of the new shares are Preference Shares state whether they are redeemable or not. If the space below is insufficient the conditions should be set out separately by way of annexure.

Pari passu in all respects with the existing shares

Signature R. Lever

State whether Director or Secretary Director

Dated the 29th day of May 19 73

Presented by Mr. R.S. Weir, Secretary, Co-operative Bank Ltd., New Century House, Manchester M60 4AA

Presentor's Reference RSW/JW

COMPANIES REGISTRATION 29 MAY 1973 OFFICE 29

No. of Company 990937 /48

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 29th day of October, 1979

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 29th day of October, 1979, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION: -

SPECIAL RESOLUTION

That the Article of Association be altered by deleting Article numbered 161.

ARTHUR SUGDEN,
Chairman.

COMPANIES REGISTRATION OFFICE
2 NOV 1979

No. 999937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolutions

OF

Co-operative Bank Limited.

(Passed 14th May, 1973).

AT an EXTRAORDINARY GENERAL MEETING of the Company held 14th May, 1973, the following Resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS.

1. THAT the capital of the Company be increased to £8,000,000 by the creation of 4,000,000 Shares of £1 each ranking in all respects pari passu with the existing Shares in the capital of the company

2. THAT the sum of £4,000,000 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and that the same be applied in making payment in full at par for 4,000,000 Shares of £1 each in the capital of the Company such Shares to be distributed as fully paid among the persons who are now the registered holders of the Shares in the capital of the Company at the rate of one Share for every one Share of £1 of the Company held by such holders respectively such Shares to rank for dividend as from the 14th day of May 1973.

A. WILSON.

Chairman.

No. of Company 990937

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 25th day of January, 1971

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 25th day of January, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting regulation 48 and substituting the following :—

"GENERAL MEETINGS.

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

G. E. BRADFIELD,
Chairman.

No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

Co-operative Bank Limited.

(Passed 9th June, 1971)

AT an EXTRAORDINARY GENERAL MEETING of the Company held on the 9th June, 1971, the following Resolution was duly passed as an Ordinary Resolution :

ORDINARY RESOLUTION

THAT the Capital of the Company be increased to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each, ranking in all respects pari passu with the existing shares in the Capital of the Company.

A. WILSON

Chairman

CERTIFICATE OF INCORPORATION

No. 990937

I HEREBY CERTIFY that CO-OPERATIVE BANK 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 5th October, 1970.

F. L. KNIGHT,
Assistant Registrar of Companies.

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CO-OPERATIVE BANK LIMITED

1. The name of the Company is "CO-OPERATIVE BANK LIMITED" and it is hereinafter called "the Bank."

2. The registered office of the Bank will be situate in England.

3. The objects for which the Bank is established are :—

(1) To carry on in any part of the world the business of banking in all its branches, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the Bank shall carry on business, be usually carried on as part of or in connection with, or which may conduce to or be calculated to facilitate or render profitable the transaction of, the business of banking or dealing in money or securities of any kind; and, in particular, and without prejudice to such generality .—

(A) To receive money on loan, deposit, current account or otherwise, with or without security, to obtain the use and control of money and securities, and to employ and use the same.

(B) To advance or lend money or give credit with or without security.

(C) To draw, make, accept, endorse, grant, discount, execute, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure obligations, instruments (whether negotiable or transferable or not) and securities of every kind.

(D) To grant, issue, negotiate, honour, retire and pay letters of credit, circular notes, drafts and other instruments and securities of every kind.

(E) To buy, sell and deal in foreign exchange, precious metals, bullion and specie.

(F) To contract for public and private loans and to negotiate and issue the same.

(G) To receive money, securities, documents and valuables on deposit or for safe custody or otherwise.

(H) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.

(I) To guarantee or otherwise accept responsibility for:—

the genuineness and validity of obligations, instruments, deeds and documents of all kinds; and the performance of obligations or contracts of every kind by any person, firm or body corporate, and in particular by the Bank's parent body corporate Co-operative Wholesale Society Limited.

(J) To promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of, participate in, manage or carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture stock of any body corporate and to lend money for the purposes of any such issue.

(K) To receive security for the implementation of any obligations.

(L) To grant indemnities against loss and risks of all kinds.

(2) To carry on financial business and financial operations of all kinds, and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the sale of goods, articles or commodities of all and every kind whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise, to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts and to constitute and to act as managers of unit trusts and investment trusts and to issue and

transact business in respect of all types of bankers' cards and credit cards and to carry on all kinds of insurance business and generally to act as financiers, capitalists, industrialists, merchants, traders, factors, commission agents, insurance brokers or in any other capacity, and to import, export, buy, sell, barter, exchange, let on hire, pledge, make advances upon or otherwise deal in any property whether tangible or intangible.

(3) To undertake the office of trustee, custodian trustee, managing trustee, administrator, executor, receiver, treasurer, registrar, auditor, manager, director or secretary and to undertake and execute either alone or jointly trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and to act as nominee holder of property or securities of whatsoever description.

(4) To provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested, whether as shareholder, creditor or otherwise and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any shares, stocks, funds or securities, and to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.

(5) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.

(6) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Bank or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company or person.

(7) To carry on the businesses of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communications systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of any kind or description, and whether alone or jointly with any other person or company, and to enter into any arrangement for sharing profits, joint adventure or otherwise in relation thereto.

(8) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Bank capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Bank or to enhance the value of or render more profitable any of the Bank's property.

(9) To take or concur in any steps or proceedings (including the undertaking of any obligation, monetary or otherwise) calculated to uphold or support the credit of the Bank, or to obtain, maintain, justify or restore public confidence, or to avert or minimise financial disturbances directly or indirectly affecting or likely to affect the business of the Bank.

(10) To build, erect, construct, maintain, improve, alter, enlarge, pull down, rebuild, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or object of the Bank and to enter into contracts and arrangements of all kinds with builders, tenants and others.

(11) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any business of the Bank, or required by any customers of or persons having dealings with the Bank or which may seem capable of being profitably dealt with in connection with any such business.

(12) To acquire, hire, hold, manage, develop, take options over, take on lease or in exchange, dispose of and deal with or otherwise any real or personal property, rights or interests by any means whatsoever.

(13) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Bank is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Bank, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

(14) (i) To acquire, accept and take, hold and sell either in the name of the Bank or in that of any nominee all or any shares, debentures, debenture stock, bonds, notes, obligations and securities of or in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Bank, or such as may be likely to promote or advance the interests of the Bank.

(ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Bank of some special

proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested upon such terms as may be thought fit.

(iv) To carry on the business of banking aforesaid by or through the medium of companies which are subsidiaries of or otherwise under the control (direct or indirect) of the Bank, and to co-ordinate the administration of and provide services and facilities of all kinds for such companies or any of them.

(15) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(16) To apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Bank, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

(17) To improve, exchange, manage, cultivate, develop royalty, turn to account, grant licences, easements or other rights and privileges in respect of or otherwise deal with all or any part of the undertaking, property, assets, rights, effects and interests of the Bank.

(18) To invest and deal with the moneys of the Bank in such manner as may from time to time be determined.

(19) To borrow or raise money in such manner as the Bank shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Bank's property or assets (whether present or future), including

its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Bank or any other person or company of any obligation or liability undertaken by the Bank or any other person or company as the case may be.

(20) To act as agents and to transact all kinds of agency business and to act for and represent and to employ as agents any company or person domiciled or resident at home or abroad.

(21) To vest any real or personal property, rights or interests acquired by or belonging to the Bank in any person or company on behalf or for the benefit of the Bank, and with or without any declared trust in favour of the Bank.

(22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Bank to carry any of its objects into effect or for extending any of the Bank's powers or for effecting any modification of the Bank's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Bank or of its members.

(23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, persons, trade associations or funds that may seem conducive to the Bank's objects, or any of them, and to obtain from any such government, authority, corporation, company, person, trade association or fund, any charters, contracts, decrees, rights, privileges and concessions which the Bank may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(24) To remunerate any person, firm or company rendering or to render services to the Bank, whether by cash payment or by the allotment to him or them of, or grant of options over shares, debentures or other securities of the Bank credited as paid up in full or in part or otherwise.

(25) To pay out of the funds of the Bank all expenses which the Bank may lawfully pay of or incident to the formation and registration of or the raising of money for the Bank or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Bank.

(26) To establish, maintain, participate in and contribute to or procure the establishment, maintenance or, participation in and contribution to any pension, superannuation or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses, benefits and emoluments to any persons who are or were at any time in the employment or service of the Bank, or any of its predecessors in business or of any company which is a subsidiary of the Bank or is allied to or associated with the Bank or with any such subsidiary, or who may be or have been Directors or officers of the Bank, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, building and housing schemes, funds, trusts and conveniences calculated to be for the benefit of, or to advance the interests and well-being of the Bank or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with others.

(27) To make and enter into arrangements with employees of the Bank for profit sharing upon such terms as may seem expedient.

(28) To procure the Bank to be registered or recognised in any dominion, colony or dependency and in any foreign country or place, and to establish and maintain branches and agencies in any part of the world.

(29) To promote any other company or companies for the purpose of acquiring or taking over all or any of the

property, rights and/or undertaking any of the liabilities of the Bank, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Bank, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities, of any such company as aforesaid.

(30) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the property, assets or undertaking of the Bank or any interests therein for such consideration as the Bank may think fit and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, government or authority (whether supreme, municipal, local or otherwise).

(31) To distribute among the members of the Bank in kind any property of the Bank (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Bank or of which the Bank may have the power of disposing.

(32) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Bank, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.

*5. The share capital of the Bank is £100, divided into 100 shares of £1 each.

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*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each on 9th June, 1971.

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May, 1973.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
G. V. TEW, 20 Copthall Avenue, London, E.C.2, Solicitor.	One
P. S. O. ROBERTS, 20 Copthall Avenue, London, E.C.2, Solicitor.	One

Dated this 17th day of September, 1970.

Witness to the above Signatures—

T. P. LEE,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

COMPANY LIMITED BY SHARES

Articles of Association

OF

CO-OPERATIVE BANK LIMITED

PRELIMINARY.

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company. Table A not to apply

2. In these Articles, if not inconsistent with the subject or context (1) words importing the singular number include the plural, and vice versa; (2) words importing the masculine gender include the feminine gender; and (3) the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof. Interpretation

WORDS	MEANINGS
The Act	The Companies Acts 1948 to 1967 and every statutory modification or re-enactment thereof for the time being in force.
These Articles ..	These Articles of Association as herein contained or as from time to time altered.
Secretary	The Secretary of the Company and (subject to the provisions of the Act) any assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.
Office	The registered office for the time being of the Company.

WORDS	MEANINGS
Seal	The common seal of the Company.
The United Kingdom ..	Great Britain and Northern Ireland.
Paid up	Paid up or credited as paid up.
In writing	Written, or produced by any substitute for writing, or partly one and partly another.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

BUSINESS.

3. The Company is formed for the purpose of acquiring from Co-operative Wholesale Society Limited ("CWS") by means of Parliamentary powers the banking business conducted for many years by CWS as a separate department of CWS.

CAPITAL.

Share capital

*4. The share capital of the Company is £100, divided into 100 shares of £1 each.

Rights attached to shares

5. Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided for by the next following Article) any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution direct, or failing such direction (but in the case of unclassified shares only) as the Directors shall determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed subject to the provisions of the Act, on such terms and in such manner as may be provided by these Articles.

VARIATION OF RIGHTS.

How special share rights may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class, but not

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*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each on 9th June, 1971.

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May, 1973.

otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

Creation or issue of further shares

7. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares but shall not (unless otherwise expressly provided by these Articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in some or all respects *pari passu* therewith or subsequent thereto.

SHARES.

Shares at disposal of Directors

8. Subject to the provisions of these Articles relating to new shares all unissued shares in the capital of the Company shall be at the disposal of the Directors who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms (including the fixing of the date as from which the said shares shall rank for dividend) as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

Power to pay commissions

9. In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally; provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent. of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Exclusion of equities

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES.

Right to receive Certificates

11. (A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such fee (if any), not exceeding 1s. for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within one month after allotment or the lodgment with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall be under the Seal and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to register more than four persons as the joint holders of any share or shares and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Where a member transfers part of the shares comprised in his holding he shall be entitled to a certificate for the balance of his holding without charge.

Signature on certificates

(B) Any share certificate and any certificate for debentures of the Company which has been approved for sealing by the Directors or a committee of the Directors need not (save to the extent that the terms and conditions for the time being relating to any debentures of the Company otherwise require) be signed or counter-signed by any person. Subject as aforesaid any such certificate may, if the Directors so determine, bear signatures affixed by some mechanical system or process or the names of the Company's issuing agents.

Replacement of share certificates

12. If a share certificate be defaced, worn out, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding 1s., and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

CALLS ON SHARES.

Power to make calls

13. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, 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 each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Provisions relating to calls

14. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on calls

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent. per annum or at such lower rate as the Directors may agree to accept, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sums due on allotment to be calls

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

Power to differentiate

17. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

Payment in advance of calls

18. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and any such payment in advance of calls shall extinguish, so far as the same shall extend but subject as in these Articles provided, the liability upon the shares in respect of which it is advanced ; and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate as the member paying such sum and the Directors agree.

FORFEITURE, SURRENDER AND LIEN.

Notice to comply with call

19. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any

interest which may have accrued. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) 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 at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

Power to forfeit or accept surrender

20. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any shares liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

21. A share so forfeited or surrendered may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if they think fit, authorise some person to transfer a forfeited or surrendered share to any other person as aforesaid.

Effect on member

22. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall notwithstanding such forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum from the date of forfeiture or surrender until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

Lien

23. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and

any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article

Sale of shares subject to lien

24. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Disposal of proceeds of sale

25. The net proceeds of such sale, after payment of the costs thereof, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same 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) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Title to shares surrendered, forfeited or sold

26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES.

Form of transfer

27. All transfers of shares shall be effected by transfer in writing in the usual common form or in any such other form as the Directors may approve, and need not be under seal.

Signing of transfers

28. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.

Power to refuse registration (1)

29. The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares.

Power to refuse registration (2)

30. The Directors may also decline to recognise any instrument of transfer, unless—

(A) the instrument of transfer duly stamped is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of registration

31. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of registration

32. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

No fee for registration

33. No fee will be charged by the Company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, notice in lieu of distringas or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register of members affecting the title to any shares.

Retention of transfers

34. All instruments of transfer which shall be registered may be retained by the Company, but any instrument of transfer which the Directors refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

Renunciation of allotments

35. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES.

Transmission on death

36. In the case of the death of a member the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Election of successor

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

Procedure on election

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share in favour of that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member.

Rights of unregistered successors

39. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (upon supplying to the Company such evidence as the Directors may reasonably require as to his title to the share) be entitled to receive and may give a discharge for all benefits arising or accruing on or in respect of the share, but he shall not be entitled in respect of that share to receive notices of or to attend or vote at meetings of the Company nor, save as aforesaid, to any of the rights or privileges of a member, until he shall have become a member in respect of the share; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if within sixty days the notice is not complied with such person shall (but only in the case of a share which is fully paid up) be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK.

Power to convert into stock

40. The Company may by Ordinary Resolution convert any paid up shares into stock, and re-convert any stock into paid up

shares of any denomination. If and whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall *ipso facto* be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock.

INCREASE OF CAPITAL.

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them

to such persons and on such terms as they think proper, but so that no share shall be issued at a discount, save in accordance with the provisions of the Act.

Form of new capital

46. All new shares shall (unless the Company shall by resolution otherwise determine) be subject to the provisions of these Articles with reference to payment of calls, forfeiture, surrender, lien, transfer, transmission and otherwise, and unless otherwise provided by or pursuant to these Articles or by the conditions of issue the new shares shall upon issue be Ordinary Shares.

ALTERATION OF CAPITAL.

47. The Company may by Ordinary Resolution—

Power to consolidate shares

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; whenever as a result of any consolidation of shares any member would become entitled to a fraction of a share, the Directors may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Directors may authorise some person to transfer the shares representing the fractions to the purchaser thereof whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale;

Power to cancel shares

(B) 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 share capital by the amount of the shares so cancelled;

Power to sub-divide shares

(C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared

with the others as the Company has power to attach to unissued or new shares ;

and may by Special Resolution—

Power to reduce capital

(D) reduce its share capital and any capital redemption reserve fund and any share premium account in any manner subject to the provisions of the Act.

GENERAL MEETINGS.

Annual and Extraordinary General Meetings

As substituted by Special Resolution on 25th January, 1971

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year ; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next : Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Requisitioned meetings

49. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

Notice (normal)

50. An Annual General Meeting and a General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and all other General Meetings shall be called by fourteen days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, to the Directors (including the alternate Directors), and to the Auditors for the time being of the Company ; provided that a General Meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed—

Notice (short)

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat ; 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 a right to attend and vote at the meeting.

Content of notice

51. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

Duty to inform members on requisition

52. It shall be the duty of the Company, subject to the provisions of the Act, on the requisition in writing of such number of members as is specified in the Act and (unless the Company otherwise resolves) at the expense of the requisitionists, (A) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and (B) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Omission of notice

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Form of business at meetings

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the declaration of dividends, the consideration of the accounts and of the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the appointment or reappointment of Directors in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors or of the manner in which such remuneration is to be fixed.

Special notice

55. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Act permits) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.

Quorum

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Adjournment on lack of quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of meeting

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such Deputy Chairman nor such other Director be present within five minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded—

(A) by the Chairman ; or

(B) by not less than five members having the right to vote at the meeting ; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Proxy's right to demand poll

61. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a member shall be the same as a demand by the member.

Incorrect computation of votes

62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

Method of taking poll

63. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or forms), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll.

Taking of poll

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded.

Casting vote of Chairman

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote.

Other business

66. 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 has been demanded.

Withdrawal of poll demand

67. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.

VOTES OF MEMBERS.

Voting rights

68. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder.

Votes in respect of joint holdings

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 of members in respect of the share.

Votes of mentally disordered members

70. A member suffering from mental disorder in respect of whom an order has been made or a direction or authority given by a court of competent jurisdiction may vote, whether on a show of hands or on a poll, by his receiver, curator or other person appointed by such court, and such receiver, curator or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

No right to vote when call is unpaid

71. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Objections

72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Votes on a poll

73. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Proxy need not be a member

74. Any person (whether a member or not) may be appointed to act as a proxy.

Form of proxy

75. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointor or by his attorney duly authorised in writing, or if the appointor is a corporation shall be either under its common seal or under the hand of an officer or attorney of the corporation. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney. An instrument of proxy need not be witnessed.

Deposit of proxy

76. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, 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 and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

Incidents affecting validity of proxy

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Circulation of proxy forms

78. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any meeting of any class of members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the meeting or any other person or persons. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the

invitations are issued at the Company's expense they shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES.

Representatives

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

DIRECTORS.

Number of Directors

80. Subject as hereinafter provided, the Directors shall be not less than six in number, but the Company may by Ordinary Resolution from time to time vary the minimum number and may also fix and from time to time vary a maximum number of Directors. The first Directors shall be the persons who shall be appointed in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association or a majority of them.

No share qualification required

Share qualification

81. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

Remuneration of Directors

82. The Directors shall be entitled to remuneration at such rates as the Company by Ordinary Resolution may from time to time determine provided that, unless otherwise agreed by the Directors, no such remuneration shall be payable under this Article to a Director for the time being employed by or holding executive office with the Company, or by or with the Company's parent body corporate CWS, or by or with any company which would be a subsidiary of CWS (other than the Company) according to the definition contained in section 154 of the Companies Act 1948, were CWS a company. The Company by Ordinary Resolution may also vote extra remuneration to the Directors, which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company, or in attending and returning from meetings of the Directors or of committees of the Directors or General Meetings.

Additional remuneration

83. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Alternate Directors

84. Each Director (other than an alternate Director) may at any time appoint another Director or (subject to the approval of a majority of the Directors for the time being) any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to any requisite approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making such appointment or removal and sent to or left at the Office.

Remuneration of alternate Directors

85. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the latter's remuneration as shall be agreed between them.

Offices of profit

86. A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

Directors' contracts

87. No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the

Company either with regard to his tenure of any other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors' interests in associated companies

88. Any Director, including an alternate Director, may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by the Company or any subsidiary thereof or in which the Company or any subsidiary thereof may be interested, as a member or otherwise, or in which the Company or any subsidiary thereof has decided not to take any shareholding or other interest whatsoever, and no such Director shall be accountable for any remuneration or other benefits whatsoever received by him as a director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including, but without limitation, the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company, or voting or providing for the payment of remuneration or any other benefits whatsoever to the directors or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

Declaration of interest

89. Without prejudice to the requirements of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of Directors. In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he became so interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Directors held after the Director becomes

so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Directors held after he is so appointed. For the purposes of this Article a general notice given to the Directors by any Director to the effect that he is a member of any 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 the company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

Directors' interest in relation to quorum (1)

90. A Director, including an alternate Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or body corporate or unincorporate or whereat the terms of any such appointment are arranged, varied or abrogated, and he may vote on any such appointment, arrangement, variation or abrogation other than his own appointment or the arrangement, variation or abrogation of the terms thereof.

Directors' interest in relation to quorum (2)

91. Subject to the last preceding Article a Director, including an alternate Director, shall not as a Director vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor, save as herein provided, shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

(A) any contract or arrangement giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or of any subsidiary of the Company or

(B) any contract or arrangement giving any security or guarantee to a third party in respect of a debt or obligation of the Company or of any subsidiary of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or

(C) any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities or rights of the Company, or of any other company which the Company may promote or be interested in; or

(D) any contract or dealing with any other body corporate in which the Director is interested only in any one or more of the capacities of officer, creditor, employee, or holder of shares, debentures or other securities or rights of that other body corporate; or

(E) any matter referring to any existing or proposed pension, superannuation, life assurance or insurance fund, scheme or arrangement of which or in which a Director may be or be about to become a member, or have or be about to have any other interest,

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in any particular case or class of cases, by Ordinary Resolution of the Company.

Power to run pension schemes

92. The Directors may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase such shares, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive

Power to subscribe for charitable and other objects

position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance, benefit or emolument.

BORROWING POWERS.

Power to borrow and secure borrowings

93. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital, and 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.

GENERAL POWERS OF DIRECTORS.

General power to run business

94. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Power to deleg locally

95. The Directors may establish any local 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 such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to app attorneys

96. The Directors may from time to time, and at any time, by power of attorney under the Seal, appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), for such period and subject to such

conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to establish branch register

97. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside the United Kingdom, the Channel Islands or the Isle of Man (and, if the Act shall so permit, in any other country, territory or area) in which the Company transacts business, a branch register or registers of members resident therein, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

Delegation of power to make calls as part of security

98. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

Negotiable instruments

99. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

DIRECTORS HOLDING EXECUTIVE OFFICE.

Directors holding executive office

100. The Directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (whether as Chairman, Deputy Chairman, Vice-Chairman, Managing Director, Joint or Deputy or Assistant Managing Director or otherwise) as they think fit. A Director so appointed shall not, whilst holding any such office, be subject to retirement by rotation or be taken into account in determining the retirement by rotation of Directors, but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he shall vacate the office of Director or (subject as aforesaid) if the Directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall *ipso facto* determine.

Executive emoluments

101. A Director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the Directors may determine.

Grant of powers to Directors

102. The Directors may entrust to and confer upon any Director appointed to any such office any of the powers exercisable by them as Directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

RETIREMENT OF DIRECTORS.

Continuation in office of Directors over seventy

103. Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director.

Vacation of office

104. The office of a Director shall be vacated in any of the following events, namely :—

(A) if (but in the case of a Director holding any executive office subject to the terms of any contract between him and the Company) he resigns his office by notice in writing under his hand sent to or left at the office ;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally ;

(C) if he becomes of unsound mind ;

(D) if he is absent from meetings of the Directors for six successive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated ;

(E) if he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provisions of the Act;

(F) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that in the case of a Director holding an executive office subject to termination if he cease to be a Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

ROTATION OF DIRECTORS.

Retirement by rotation

105. Subject to the provisions of these Articles, at the first Annual General Meeting and at the Annual General Meeting in every subsequent year one-third of the Directors who are subject to retirement by rotation, or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office; provided always that if in any year the number of Directors who are subject to retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall be only one Director who is subject to retirement by rotation, that Director shall retire. A Director retiring at a meeting as aforesaid shall retain office until the conclusion of that meeting.

Ascertainment of Directors to retire

106. Subject to the provisions of the Act and of these Articles, the Directors to retire in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject as aforesaid, a retiring Director shall be eligible for re-appointment.

Filling of office vacated by rotation

107. The Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by appointing a person thereto, and in default the retiring Director, if willing to act, shall be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost.

Eligible Directors

108. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of a Director at any General

Meeting unless, not less than seven nor more than forty-eight days before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

Method of appointment

109. At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

Company's powers to alter numbers and determine rotation

110. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to retire from office.

Power to appoint additional Directors

111. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting, and shall be eligible for re-appointment at that meeting. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Power to remove Directors

112. Without prejudice to the provisions of the Act the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

PROCEEDINGS OF DIRECTORS.

Board meetings

113. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by

a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proxy votes at Board meetings

114. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, telex, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with the Secretary for filing.

Quorum at Board meetings

115. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum, but so that not less than two individuals shall constitute the quorum. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

Minimum number

116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Board

117. The Directors may, from their number, from time to time elect and remove a Chairman and, if thought fit, one or more Deputy Chairmen and/or Vice-Chairmen and determine the period for which they are to hold office. The Chairman, or in his absence the Deputy Chairman (to be chosen, if there be more than one, by agreement amongst themselves or, failing agreement, by lot), or in the absence of any Deputy Chairman the Vice-Chairman (to be chosen, if there be more than one, as aforesaid), shall preside at all meetings of the

Directors, but if no such Chairman, Deputy Chairman or Vice-Chairman be elected, or if at any meeting the Chairman and no Deputy Chairman or Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Written Board resolution

118. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors; and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

Committees

119. The Directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations imposed by the Directors under this Article.

Defects in appointment

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

EXECUTIVE AND OTHER DIRECTORS.

Appointment of Non-Board Directors

121. The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be

a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

MINUTES AND BOOKS.

Minutes and books

122. The Directors shall cause minutes to be made—

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of Directors and of any committee of Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings took place, or by the Chairman of the next following meeting, shall be evidence of the proceedings.

Looseleaf books

123. Subject as required by law any register, index, minute book, book of account or other book required by these Articles or by law to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

SECRETARY.

Secretary

124. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Absence of Secretary

125. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL.

Seal

126. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Directors or of a committee of the Directors authorised in that behalf by the Directors. The Directors may from time to time make such regulations as they see fit (subject to the provisions of these Articles in relation to share certificates and debenture certificates) determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed, and until otherwise so determined (and subject as aforesaid) every such instrument shall be signed by one Director and shall be countersigned by the Secretary or by a second Director.

Foreign seal

127. The Company may have an official seal for use abroad under the provisions of the Act where and as the Directors shall determine, and the Company may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

AUTHENTICATION OF DOCUMENTS.

Authentication

128. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS.

Power to apply profits

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

Limits on dividend

130. No dividend shall be payable except out of the profits of the Company, and no dividend shall exceed the amount recommended by the Directors.

Quantification of dividend

131. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof 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. 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, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, such share shall rank for dividend accordingly.

Interim dividends

132. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment. Provided the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.

Pre-acquisition profits

133. Subject to the provisions of the Act or as otherwise required by law, where any asset, business or property is bought by the Company as from a past date, whether such date be before or after the incorporation of the Company, the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Deduction from dividends

134. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

Retention of dividends

135. The Directors may retain the dividends payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Unclaimed dividends

136. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

Method of paying dividends

137. Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto and in the case of joint holders to any one of such joint holders or to such person and such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Joint holders

138. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Dividends paid in specie

139. A General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures or other securities or rights of any other company, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may

such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates or any part thereof and otherwise as they think fit.

RESERVES.

Reserves

140. The Directors may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

DISTRIBUTION OF CAPITAL GAINS.

Capital gains

141. Notwithstanding anything in any other of these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretion of capital assets shall be divided among the members in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

CAPITALISATION.

Capitalisation of reserves

142. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company standing to the credit of profit and loss account or otherwise available for distribution (not being required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits) or any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full

unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members as fully paid.

Procedure on capitalisation

143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, or to make provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS.

Books of account

144. The Directors shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

Accounts

145. The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.

Auditors' report

146. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Act.

Right to receive accounts

147. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed to the accounts) shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or of these Articles; provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Whenever quotation on any Stock Exchange in the United Kingdom for all or any of the shares or debentures of the Company shall for the time being be in force, there shall be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Accuracy of accounts

148. Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDITORS.

Auditors

149. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Periodic accounts

150. Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by an Auditor or Auditors.

Rights of Auditors

151. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive notices of and other communications relating to any General Meeting which any member is entitled to

receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

NOTICES.

How notice is given

152. Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

Members without U.K. addresses

153. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give 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 such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Assumption that notice received

154. Any member present, either in person or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

Successors bound

155. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which previously to his name and address being entered on the register of members shall have been duly given to a person from whom he derives his title to such shares.

Advertisement

156. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London.

Timing of notices

157. Save as otherwise provided by the Act or by these Articles, any notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. Any notice or other document, if served by post, shall be deemed to have

Method of posting

been served at the time when the letter, envelope, card or cover containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, card or cover containing the notice or document was properly addressed and duly posted. A notice to be given by advertisement shall be deemed to have been served on the day on which the advertisement appears.

Dead or bankrupt members

158. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP.

Powers on winding up

159. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie the whole or any part of the assets of the Company, and whether or no the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY.

Indemnity

160. Subject to the provisions of the Act, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G. V. TEW,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

P. S. O. ROBERTS,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

Dated this 17th day of September, 1970.

Witness to the above Signatures—

T. P. LEE,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

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TO

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Co-operative Bank Limited.

On 9th July 1971 the authorised capital of the Company was increased from £100 to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each ranking pari passu with the existing shares in the capital of the Company. On the same day the Directors resolved, pursuant to the Co-operative Bank Act 1971, whereunder the Co-operative Wholesale Society's banking undertaking was to become vested in the Company, to allot 3,999,998 Ordinary £1 shares to C W S credited as fully paid-up and to credit as fully paid-up the two subscribers' shares registered in the names of C W S nominees, in consideration of the transfer of the C W S banking undertaking to the Company, to take effect simultaneously with the said transfer on the day appointed therefor under the Act.

On 10th July 1971, by virtue of the The Co-operative Bank Act, 1971 (Appointed Day) Order 1971 (S.I. 1971 No. 962) the C W S banking undertaking was, pursuant to the Act, transferred to the Company and the Directors' resolution of 9th June 197[illegible] took effect.

On 14th May 19[illegible] the authorised capital of the Company was increased from £4,000,000 to £8,000,000 by the creation of 4,000,000 additional shares of £1 each ranking pari passu with the existing shares. On capitalisation of £4,000,000 of the amount standing to the credit of the share premium account of the Company, the additional 4,000,000 shares were issued as fully paid up and distributed to the existing registered shareholders on the basis of one additional share for each share held.

Accordingly the Company had on 14th May 1973 an authorised and issued share capital of £8,000,000 all of which is held by or for C W S.

C W S is not a company but an industrial and provident society and makes returns, which include statutory accounts, to the Registrar of Friendly Societies, where they are available for public inspection.

No. of Company 990937

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 29th day of October, 1979

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 29th day of October, 1979, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION: -

SPECIAL RESOLUTION

That the Articles of Association be altered by deleting Article numbered 161.

ARTHUR SUGDEN,
Chairman.

Form No R7

THE COMPANIES ACTS 1948 TO 1980

Application by an old public company for re-registration as a public company

Pursuant to section 8(3) of the Companies Act 1980

R7

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

*Insert full name of Company

For official use 0154

Company number

Name of company

*

hereby applies to be re-registered as a public company under the Companies Acts 1948 to 1980 by the name of

and, for that purpose, delivers the undermentioned documents for registration under the said Acts.

†delete as appropriate

Signed [Director] [Secretary]† Date 20th April 1981

Documents delivered for registration with this application

1 Printed copy of memorandum as altered in pursuance of the Directors resolution under section 8(4) of the Companies Act 1980

2 Declaration made by a Director or the Secretary (on Form No. R8) of the company verifying that a Directors Resolution under section 8(3) of the Companies Act 1980 has been passed and that the conditions specified in section 8(11) have been satisfied.

Presentor's name, address and reference (if any):

For official use

General section

Post room

F

Form No.R8

THE COMPANIES ACTS 1948 TO 1980

Declaration by Director or Secretary on application by an old public company for re-registration as a public company

Pursuant to section 8(5)(b) of the Companies Act 1980

Please do not write in this binding margin

For official use 0155 Company number 990937

Please complete legibly, preferably in black type, or bold block lettering

Name of Company

[redacted] CO-OPERATIVE BANK LIMITED ~~Limited~~

I, Graham John Belmoth

of "Throstles Nest", Whitney Croft, Macclesfield, Cheshire.

being [the secretary] ~~[a director]~~ of the above named company, do solemnly and sincerely declare that:

* Delete as appropriate

1 the directors have passed a resolution complying with section 8(4) of the Companies Act 1980 that the company should be re-registered as a public company and;

2 the conditions specified in section 8(11) of the Act were satisfied at the time of the resolution.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at New Century House Manchester

the Twenty-Ninth day of April

One thousand nine hundred and eighty-one

before me L B P Clark JP

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Signature of Declarant

G. Belmoth

Presentor's name, address and reference (if any):

[redacted] Belmoth, Secretary, Co-operative [redacted] Limited, [redacted] Hay Hill, [redacted] Square, [redacted]

For official use

General section

Post room

No. 990937/56

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum

AND

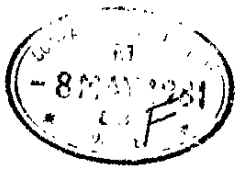
Articles of Association

OF

CO-OPERATIVE BANK

PUBLIC LIMITED COMPANY

Incorporated the 5th day of October, 1970



HERBERT OPPENHEIMER,
NATHAN & VANDYK,
20 COPTHALL AVENUE,
LONDON, E.C.2.

29 APR 1981

Reprinted 1972

Co-operative Bank Limited.

On 9th July 1971 the authorised capital of the Company was increased from £100 to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each ranking pari passu with the existing shares in the capital of the Company. On the same day the Directors resolved, pursuant to the Co-operative Bank Act 1971, whereunder the Co-operative Wholesale Society's banking undertaking was to become vested in the Company, to allot 3,999,998 Ordinary £1 shares to C W S credited as fully paid-up and to credit as fully paid-up the two subscribers' shares registered in the names of C W S nominees, in consideration of the transfer of the C W S banking undertaking to the Company, to take effect simultaneously with the said transfer on the day appointed therefor under the Act.

On 10th July 1971, by virtue of the The Co-operative Bank Act, 1971 (Appointed Day) Order 1971 (S.I. 1971 No. 962) the C W S banking undertaking was, pursuant to the Act, transferred to the Company and the Directors' resolution of 9th June 1971 took effect.

On 14th May 1973 the authorised capital of the Company was increased from £4,000,000 to £8,000,000 by the creation of 4,000,000 additional shares of £1 each ranking pari passu with the existing shares. On capitalisation of £4,000,000 of the amount standing to the credit of the share premium account of the Company, the additional 4,000,000 shares were issued as fully paid up and distributed to the existing registered shareholders on the basis of one additional share for each share held.

Accordingly the Company had on 14th May 1973 an authorised and issued share capital of £8,000,000 all of which is held by or for C W S.

C W S is not a company but an industrial and provident society and makes returns, which include statutory accounts, to the Registrar of Friendly Societies, where they are available for public inspection.

No. of Company 990937

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 29th day of October, 1979

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 29th day of October, 1979, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION: -

SPECIAL RESOLUTION

That the Articles of Association be altered by deleting Article numbered 161.

ARTHUR SUGDEN,
Chairman.

No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolutions

OF

Co-operative Bank Limited.

(Passed 14th May, 1973).

AT an EXTRAORDINARY GENERAL MEETING of the Company held 14th May, 1973, the following Resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS.

1. THAT the capital of the Company be increased to £8,000,000 by the creation of 4,000,000 Shares of £1 each ranking in all respects pari passu with the existing Shares in the capital of the company

2. THAT the sum of £4,000,000 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and that the same be applied in making payment in full at par for 4,000,000 Shares of £1 each in the capital of the Company such Shares to be distributed as fully paid among the persons who are now the registered holders of the Shares in the capital of the Company at the rate of one Share for every one Share of £1 of the Company held by such holders respectively such Shares to rank for dividend as from the 14th day of May 1973.

A. WILSON

No. of Company 990937

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 25th day of January, 1971

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 25th day of January, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting regulation 48 and substituting the following :—

"GENERAL MEETINGS.

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

G. E. BRADFIELD,
Chairman.

No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

Co-operative Bank Limited.

(Passed 9th June, 1971)

AT an EXTRAORDINARY GENERAL MEETING of the Company held on the 9th June, 1971, the following Resolution was duly passed as an Ordinary Resolution :

ORDINARY RESOLUTION

THAT the Capital of the Company be increased to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each, ranking in all respects pari passu with the existing shares in the Capital of the Company.

A. WILSON

Chairman

CERTIFICATE OF INCORPORATION

No. 990937

I HEREBY CERTIFY that CO-OPERATIVE BANK 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 5th October, 1970.

F. L. KNIGHT
Assistant Registrar of Companies.

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

1. The name of the Company is "CO-OPERATIVE BANK PUBLIC LIMITED COMPANY" and it is hereinafter called "the Bank".

2. The Company is to be a public company.

3. The registered office of the Bank will be situate in England.

4. The objects for which the Bank is established are :—

(1) To carry on in any part of the world the business of banking in all its branches, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the Bank shall carry on business, be usually carried on as part of or in connection with, or which may conduce to or be calculated to facilitate or render profitable the transaction of, the business of banking or dealing in money or securities of any kind; and, in particular, and without prejudice to such generality :—

(A) To receive money on loan, deposit, current account or otherwise, with or without security, to obtain the use and control of money and securities, and to employ and use the same.

(B) To advance or lend money or give credit with or without security.

(C) To draw, make, accept, endorse, grant, discount, execute, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure obligations, instruments (whether negotiable or transferable or not) and securities of every kind

(D) To grant, issue, negotiate, honour, retire and pay letters of credit, circular notes, drafts and other instruments and securities of every kind.

(E) To buy, sell and deal in foreign exchange, precious metals, bullion and specie.

(F) To contract for public and private loans and to negotiate and issue the same.

(G) To receive money, securities, documents and valuables on deposit or for safe custody or otherwise.

(H) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.

(I) To guarantee or otherwise accept responsibility for:—

the genuineness and validity of obligations, instruments, deeds and documents of all kinds; and the performance of obligations or contracts of every kind by any person, firm or body corporate, and in particular by the Bank's parent body corporate Co-operative Wholesale Society Limited.

(J) To promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of, participate in, manage or carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture stock of any body corporate and to lend money for the purposes of any such issue.

(K) To receive security for the implementation of any obligations.

(L) To grant indemnities against loss and risks of all kinds.

(2) To carry on financial business and financial operations of all kinds, and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the sale of goods, articles or commodities of all and every kind whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise, to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts and to constitute and to act as managers of unit trusts and investment trusts and to issue and

transact business in respect of all types of bankers' cards and credit cards and to carry on all kinds of insurance business and generally to act as financiers, capitalists, industrialists, merchants, traders, factors, commission agents, insurance brokers or in any other capacity, and to import, export, buy, sell, barter, exchange, let on hire, pledge, make advances upon or otherwise deal in any property whether tangible or intangible.

(3) To undertake the office of trustee, custodian trustee, managing trustee, administrator, executor, receiver, treasurer, registrar, auditor, manager, director or secretary and to undertake and execute either alone or jointly trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and as nominee holder of property or securities of whatsoever description.

(4) To provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested, whether as shareholder, creditor or otherwise and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any shares, stocks, funds or securities, and to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.

(5) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.

(6) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Bank or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securites issued or guaranteed by any company or person.

(7) To carry on the businesses of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communications systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of any kind or description, and whether alone or jointly with any other person or company, and to enter into any arrangement for sharing profits, joint adventure or otherwise in relation thereto;

(8) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Bank capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Bank or to enhance the value of or render more profitable any of the Bank's property.

(9) To take or concur in any steps or proceedings (including the undertaking of any obligation, monetary or otherwise) calculated to uphold or support the credit of the Bank, or to obtain, maintain, justify or restore public confidence, or to avert or minimise financial disturbances directly or indirectly affecting or likely to affect the business of the Bank.

(10) To build, erect, construct, maintain, improve, alter, enlarge, pull down, rebuild, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or object of the Bank and to enter into contracts and arrangements of all kinds with builders, tenants and others.

(11) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any business of the Bank, or required by any customers of or persons having dealings with the Bank or which may seem capable of being profitably dealt with in connection with any such business.

(12) To acquire, hire, hold, manage, develop, take options over, take on lease or in exchange, dispose of and deal with or otherwise any real or personal property, rights or interests by any means whatsoever.

(13) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Bank is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Bank, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

(14) (i) To acquire, accept and take, hold and sell either in the name of the Bank or in that of any nominee all or any shares, debentures, debenture stock, bonds, notes, obligations and securities of or in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Bank, or such as may be likely to promote or advance the interests of the Bank.

(ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(iii) To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Bank of some special

proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested upon such terms as may be thought fit.

(iv) To carry on the business of banking aforesaid by or through the medium of companies which are subsidiaries of or otherwise under the control (direct or indirect) of the Bank, and to co-ordinate the administration of and provide services and facilities of all kinds for such companies or any of them.

(15) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(16) To apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Bank, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

(17) To improve, exchange, manage, cultivate, develop royalty, turn to account, grant licences, easements or other rights and privileges in respect of or otherwise deal with all or any part of the undertaking, property, assets, rights, effects and interests of the Bank.

(18) To invest and deal with the moneys of the Bank in such manner as may from time to time be determined.

(19) To borrow or raise money in such manner as the Bank shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Bank's property or assets (whether present or future), including

its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Bank or any other person or company of any obligation or liability undertaken by the Bank or any other person or company as the case may be.

(20) To act as agents and to transact all kinds of agency business and to act for and represent and to employ as agents any company or person domiciled or resident at home or abroad.

(21) To vest any real or personal property, rights or interests acquired by or belonging to the Bank in any person or company on behalf or for the benefit of the Bank, and with or without any declared trust in favour of the Bank.

(22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Bank to carry any of its objects into effect or for extending any of the Bank's powers or for effecting any modification of the Bank's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Bank or of its members.

(23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, persons, trade associations or funds that may seem conducive to the Bank's objects, or any of them, and to obtain from any such government, authority, corporation, company, person, trade association or fund, any charters, contracts, decrees, rights, privileges and concessions which the Bank may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(24) To remunerate any person, firm or company rendering or to render services to the Bank, whether by cash payment or by the allotment to him or them of, or grant of options over shares, debentures or other securities of the Bank credited as paid up in full or in part or otherwise.

(25) To pay out of the funds of the Bank all expenses which the Bank may lawfully pay of or incident to the formation and registration of or the raising of money for the Bank or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Bank.

(26) To establish, maintain, participate in and contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses, benefits and emoluments to any persons who are or were at any time in the employment or service of the Bank, or any of its predecessors in business or of any company which is a subsidiary of the Bank or is allied to or associated with the Bank or with any such subsidiary, or who may be or have been Directors or officers of the Bank, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, building and housing schemes, funds, trusts and conveniences calculated to be for the benefit of, or to advance the interests and well-being of the Bank or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with others.

(27) To make and enter into arrangements with employees of the Bank for profit sharing upon such terms as may seem expedient.

(28) To procure the Bank to be registered or recognised in any dominion, colony or dependency and in any foreign country or place, and to establish and maintain branches and agencies in any part of the world.

(29) To promote any other company or companies for the purpose of acquiring or taking over all or any of the

property, rights and/or undertaking any of the liabilities of the Bank, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Bank, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities, of any such company as aforesaid.

(30) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the property, assets or undertaking of the Bank or any interests therein for such consideration as the Bank may think fit and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, government or authority (whether supreme, municipal, local or otherwise).

(31) To stribute among the members of the Bank in kind any property of the Bank (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Bank or of which the Bank may have the power of disposing.

(32) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Bank, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

5. The liability of the members is limited.

*6. The share capital of the Bank is £100, divided into 100 shares of £1 each.

---

*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each on 9th June, 1971.

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May, 1973.

COMPANY LIMITED BY SHARES

Articles of Association

OF

CO-OPERATIVE BANK

PUBLIC LIMITED COMPANY

PRELIMINARY.

Table A not to apply

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

Interpretation

2. In these Articles, if not inconsistent with the subject or context (1) words importing the singular number include the plural, and vice versa; (2) words importing the masculine gender include the feminine gender; and (3) the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Acts 1948 to 1967 and every statutory modification or re-enactment thereof for the time being in force.
These Articles ..	These Articles of Association as herein contained or as from time to time altered.
Secretary	The Secretary of the Company and (subject to the provisions of the Act) any assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.
Office	The registered office for the time being of the Company.

WORDS	MEANINGS
Seal	The common seal of the Company.
The United Kingdom ..	Great Britain and Northern Ireland.
Paid up	Paid up or credited as paid up.
In writing	Written, or produced by any substitute for writing, or partly one and partly another

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

BUSINESS.

3. The Company is formed for the purpose of acquiring from Co-operative Wholesale Society Limited ("CWS") by means of Parliamentary powers the banking business conducted for many years by CWS as a separate department of CWS.

CAPITAL.

Share capital

*4. The share capital of the Company is £100, divided into 100 shares of £1 each.

Rights attached to shares

5. Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided for by the next following Article) any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution direct, or failing such direction (but in the case of unclassified shares only) as the Directors shall determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed subject to the provisions of the Act, on such terms and in such manner as may be provided by these Articles.

VARIATION OF RIGHTS.

How special share rights may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class, but not

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*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each on 9th June, 1971.

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May, 1973.

otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

Creation or issue of further shares

7. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares but shall not (unless otherwise expressly provided by these Articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in some or all respects *pari passu* therewith or subsequent thereto.

SHARES.

Shares at disposal of Directors

8. Subject to the provisions of these Articles relating to new shares all unissued shares in the capital of the Company shall be at the disposal of the Directors who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms (including the fixing of the date as from which the said shares shall rank for dividend) as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

Power to pay commissions

9. In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally; provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent. of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Exclusion of equities

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES.

Right to receive Certificates

11. (A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such fee (if any), not exceeding 1s. for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within one month after allotment or the lodgment with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall be under the Seal and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to register more than four persons as the joint holders of any share or shares and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Where a member transfers part of the shares comprised in his holding he shall be entitled to a certificate for the balance of his holding without charge.

Signature on certificates

(B) Any share certificate and any certificate for debentures of the Company which has been approved for sealing by the Directors or a committee of the Directors need not (save to the extent that the terms and conditions for the time being relating to any debentures of the Company otherwise require) be signed or counter-signed by any person. Subject as aforesaid any such certificate may, if the Directors so determine, bear signatures affixed by some mechanical system or process or the names of the Company's issuing agents.

Replacement of share certificates

12. If a share certificate be defaced, worn out, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding 1s., and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

CALLS ON SHARES.

Power to make calls

13. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, 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 each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Provisions relating to calls

14. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on calls

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent per annum or at such lower rate as the Directors may agree upon, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sums due on allotment to be calls

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

Power to differentiate

17. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

Payment in advance of calls

18. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and any such payment in advance of calls shall extinguish, so far as the same shall extend but subject as in these Articles provided, the liability upon the shares in respect of which it is advanced; and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate as the member paying such sum and the Directors agree.

FORFEITURE, SURRENDER AND LIEN.

Notice to comply with call

19. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any

interest which may have accrued. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) 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 at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

Power to forfeit or accept surrender

20. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any shares liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

21. A share so forfeited or surrendered may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if they think fit, authorise some person to transfer a forfeited or surrendered share to any other person as aforesaid.

Effect on member

22. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall notwithstanding such forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum from the date of forfeiture or surrender until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

Lien

23. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and

any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

Sale of shares subject to lien

24. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Disposal of proceeds of sale

25. The net proceeds of such sale, after payment of the costs thereof, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same 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) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Title to shares surrendered, forfeited or sold

26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES.

Form of transfer

27. All transfers of shares shall be effected by transfer in writing in the usual common form or in any such other form as the Directors may approve, and need not be under seal.

Signing of transfers

28. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.

Power to refuse registration (1)

29. The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares.

Power to refuse registration (2)

30. The Directors may also decline to recognise any instrument of transfer, unless—

(A) the instrument of transfer duly stamped is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of registration

31. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of registration

32. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

No fee for registration

33. No fee will be charged by the Company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, notice in lieu of distringas or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register of members affecting the title to any shares.

Retention of transfers

34. All instruments of transfer which shall be registered may be retained by the Company, but any instrument of transfer which the Directors refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

Renunciation of allotments

35. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES.

Transmission on death

36. In the case of the death of a member the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Election of successor

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

Procedure on election

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share in favour of that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member.

Rights of unregistered successors

39. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (upon supplying to the Company such evidence as the Directors may reasonably require as to his title to the share) be entitled to receive and may give a discharge for all benefits arising or accruing on or in respect of the share, but he shall not be entitled in respect of that share to receive notices of or to attend or vote at meetings of the Company nor, save as aforesaid, to any of the rights or privileges of a member, until he shall have become a member in respect of the share; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if within sixty days the notice is not complied with such person shall (but only in the case of a share which is fully paid up) be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK.

Power to convert into stock

40. The Company may by Ordinary Resolution convert any paid up shares into stock, and re-convert any stock into paid up

shares of any denomination. If and whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall *ipso facto* be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock.

INCREASE OF CAPITAL.

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them

to such persons and on such terms as they think proper, but so that no share shall be issued at a discount, save in accordance with the provisions of the Act.

Form of new capital

46. All new shares shall (unless the Company shall by resolution otherwise determine) be subject to the provisions of these Articles with reference to payment of calls, forfeiture, surrender, lien, transfer, transmission and otherwise, and unless otherwise provided by or pursuant to these Articles or by the conditions of issue the new shares shall upon issue be Ordinary Shares.

ALTERATION OF CAPITAL.

47. The Company may by Ordinary Resolution—

Power to consolidate shares

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; whenever as a result of any consolidation of shares any member would become entitled to a fraction of a share, the Directors may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Directors may authorise some person to transfer the shares representing the fractions to the purchaser thereof whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale;

Power to cancel shares

(B) 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 share capital by the amount of the shares so cancelled;

Power to sub-divide shares

(C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared

with the others as the Company has power to attach to unissued or new shares ;

and may by Special Resolution—

Power to reduce capital

(D) reduce its share capital and any capital redemption reserve fund and any share premium account in any manner subject to the provisions of the Act.

GENERAL MEETINGS.

Annual and Extraordinary General Meetings

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year ; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next : Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Requisitioned meetings

49. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

Notice (normal)

50. An Annual General Meeting and a General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and all other General Meetings shall be called by fourteen days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, to the Directors (including the alternate Directors), and to the Auditors for the time being of the Company ; provided that a General Meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed—

Notice (short)

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat ; 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 a right to attend and vote at the meeting.

Content of notice

51. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

Duty to inform members on requisition

52. It shall be the duty of the Company, subject to the provisions of the Act, on the requisition in writing of such number of members as is specified in the Act and (unless the Company otherwise resolves) at the expense of the requisitionists, (A) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and (B) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Omission of notice

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Form of business at meetings

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the declaration of dividends, the consideration of the accounts and of the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the appointment or reappointment of Directors in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors or of the manner in which such remuneration is to be fixed.

Special notice

55. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Act permits) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.

Quorum

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Adjournment on lack of quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of meeting

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such Deputy Chairman nor such other Director be present within five minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded—

(A) by the Chairman; or

(B) by not less than five members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Proxy's right to demand poll

61. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a member shall be the same as a demand by the member.

Incorrect computation of votes

62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

Method of taking poll

63. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or forms), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll.

Taking of poll

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded.

Casting vote of Chairman

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote.

Other business

66. 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 has been demanded.

Withdrawal of poll demand

67. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.

VOTES OF MEMBERS.

Voting rights

68. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder.

Votes in respect of joint holdings

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 of members in respect of the share.

Votes of mentally disordered members

70. A member suffering from mental disorder in respect of whom an order has been made or a direction or authority given by a court of competent jurisdiction may vote, whether on a show of hands or on a poll, by his receiver, curator or other person appointed by such court, and such receiver, curator or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

No right to vote when call is unpaid

71. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Objections

72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Votes on a poll

73. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Proxy need not be a member

74. Any person (whether a member or not) may be appointed to act as a proxy.

Form of proxy

75. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointor or by his attorney duly authorised in writing, or if the appointor is a corporation shall be either under its common seal or under the hand of an officer or attorney of the corporation. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney. An instrument of proxy need not be witnessed.

Deposit of proxy

76. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, 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 and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

Incidents affecting validity of proxy

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Circulation of proxy forms

78. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any meeting of any class of members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the meeting or any other person or persons. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the

invitations are issued at the Company's expense they shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES.

Representatives

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

DIRECTORS.

Number of Directors

80. Subject as hereinafter provided, the Directors shall be not less than six in number, but the Company may by Ordinary Resolution from time to time vary the minimum number and may also fix and from time to time vary a maximum number of Directors. The first Directors shall be the persons who shall be appointed in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association or a majority of them.

No share qualification required

Share qualification

81. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

Remuneration of Directors

82. The Directors shall be entitled to remuneration at such rates as the Company by Ordinary Resolution may from time to time determine provided that, unless otherwise agreed by the Directors, no such remuneration shall be payable under this Article to a Director for the time being employed by or holding executive office with the Company, or by or with the Company's parent body corporate CWS, or by or with any company which would be a subsidiary of CWS (other than the Company) according to the definition contained in section 154 of the Companies Act 1948, were CWS a company. The Company by Ordinary Resolution may also vote extra remuneration to the Directors, which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company, or in attending and returning from meetings of the Directors or of committees of the Directors or General Meetings.

Additional remuneration

83. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Alternate Directors

84. Each Director (other than an alternate Director) may at any time appoint another Director or (subject to the approval of a majority of the Directors for the time being) any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to any requisite approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making such appointment or removal and sent to or left at the Office.

Remuneration of alternate Directors

85. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the latter's remuneration as shall be agreed between them.

Offices of profit

86. A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

Directors' contracts

87. No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the

Company either with regard to his tenure of any other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors' interests in associated companies

88. Any Director, including an alternate Director, may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by the Company or any subsidiary thereof or in which the Company or any subsidiary thereof may be interested, as a member or otherwise, or in which the Company or any subsidiary thereof has decided not to take any shareholding or other interest whatsoever, and no such Director shall be accountable for any remuneration or other benefits whatsoever received by him as a director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including, but without limitation, the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company, or voting or providing for the payment of remuneration or any other benefits whatsoever to the directors or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

Declaration of interest

89. Without prejudice to the requirements of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of Directors. In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he became so interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Directors held after the Director becomes

so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Directors held after he is so appointed. For the purposes of this Article a general notice given to the Directors by any Director to the effect that he is a member of any 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 the company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

Directors' interests in relation to quorum (1)

90. A Director, including an alternate Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or body corporate or unincorporate or whereat the terms of any such appointment are arranged, varied or abrogated, and he may vote on any such appointment, arrangement, variation or abrogation other than his own appointment or the arrangement, variation or abrogation of the terms thereof.

Directors' interest in relation to quorum (2)

91. Subject to the last preceding Article a Director, including an alternate Director, shall not as a Director vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor, save as herein provided, shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

(A) any contract or arrangement giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or of any subsidiary of the Company ; or

(B) any contract or arrangement giving any security or guarantee to a third party in respect of a debt or obligation of the Company or of any subsidiary of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security ; or

(C) any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities or rights of the Company, or of any other company which the Company may promote or be interested in ; or

(D) any contract or dealing with any other body corporate in which the Director is interested only in any one or more of the capacities of officer, creditor, employee, or holder of shares, debentures or other securities or rights of that other body corporate; or

(E) any matter referring to any existing or proposed pension, superannuation, life assurance or insurance fund, scheme or arrangement of which or in which a Director may be or be about to become a member, or have or be about to have any other interest;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in any particular case or class of cases, by Ordinary Resolution of the Company.

Power to run pension schemes

92. The Directors may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase such shares, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive

Power to subscribe for charitable and other objects

position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance, benefit or emolument.

BORROWING POWERS.

Power to borrow and secure borrowings

93. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital, and 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.

GENERAL POWERS OF DIRECTORS.

General power to run business

94. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Power to delegate locally

95. The Directors may establish any local 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 such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys

96. The Directors may from time to time, and at any time, by power of attorney under the Seal, appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), for such period and subject to such

conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to establish branch register

97. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside the United Kingdom, the Channel Islands or the Isle of Man (and, if the Act shall so permit, in any other country, territory or area) in which the Company transacts business, a branch register or registers of members resident therein, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

Delegation of power to make calls as part of security

98. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

Negotiable instruments

99. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

DIRECTORS HOLDING EXECUTIVE OFFICE.

Directors holding executive office

100. The Directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (whether as Chairman, Deputy Chairman, Vice-Chairman, Managing Director, Joint or Deputy or Assistant Managing Director or otherwise) as they think fit. A Director so appointed shall not, whilst holding any such office, be subject to retirement by rotation or be taken into account in determining the retirement by rotation of Directors, but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he shall vacate the office of Director or (subject as aforesaid) if the Directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall *ipso facto* determine.

101. A Director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the Directors may determine. Executive emoluments

102. The Directors may entrust to and confer upon any Director appointed to any such office any of the powers exercisable by them as Directors other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Grant of powers to Directors

RETIREMENT OF DIRECTORS.

103. Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director. Continuation in office of Directors over seventy

104. The office of a Director shall be vacated in any of the following events, namely :— Vacation of office

(A) if (but in the case of a Director holding any executive office subject to the terms of any contract between him and the Company) he resigns his office by notice in writing under his hand sent to or left at the office ;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally ;

(C) if he becomes of unsound mind ;

(D) if he is absent from meetings of the Directors for six successive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated ;

(E) if he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provisions of the Act;

(F) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that in the case of a Director holding an executive office subject to termination if he cease to be a Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

ROTATION OF DIRECTORS.

Retirement by rotation

105. Subject to the provisions of these Articles, at the first Annual General Meeting and at the Annual General Meeting in every subsequent year one-third of the Directors who are subject to retirement by rotation, or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office; provided always that if in any year the number of Directors who are subject to retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall be only one Director who is subject to retirement by rotation, that Director shall retire. A Director retiring at a meeting as aforesaid shall retain office until the conclusion of that meeting.

Ascertainment of Directors to retire

106. Subject to the provisions of the Act and of these Articles, the Directors to retire in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject as aforesaid, a retiring Director shall be eligible for re-appointment.

Filling of office vacated by rotation

107. The Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by appointing a person thereto, and in default the retiring Director, if willing to act, shall be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost.

Eligible Directors

108. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of a Director at any General

Meeting unless, not less than seven nor more than forty-eight days before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

Method of appointment

109. At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

Company's powers to alter numbers and determine rotation

110. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to retire from office.

Power to appoint additional Directors

111. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting, and shall be eligible for re-appointment at that meeting. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Power to remove Directors

112. Without prejudice to the provisions of the Act the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

PROCEEDINGS OF DIRECTORS.

Board meetings

113. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by

a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proxy votes at Board meetings

114. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, telex, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with the Secretary for filing.

Quorum at Board meetings

115. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum, but so that not less than two individuals shall constitute the quorum. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

Minimum number

116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Board

117. The Directors may, from their number, from time to time elect and remove a Chairman and, if thought fit, one or more Deputy Chairmen and/or Vice-Chairmen and determine the period for which they are to hold office. The Chairman, or in his absence the Deputy Chairman (to be chosen, if there be more than one, by agreement amongst themselves or, failing agreement, by lot), or in the absence of any Deputy Chairman the Vice-Chairman (to be chosen, if there be more than one, as aforesaid), shall preside at all meetings of the

Directors, but if no such Chairman, Deputy Chairman or Vice-Chairman be elected, or if at any meeting the Chairman and no Deputy Chairman or Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Written Board resolution

118. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors; and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

Committees

119. The Directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations imposed by the Directors under this Article.

Defects in appointment

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

EXECUTIVE AND OTHER DIRECTORS.

Appointment of Non-Board Directors

121. The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be

a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

MINUTES AND BOOKS.

Minutes and books

122. The Directors shall cause minutes to be made—

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of Directors and of any committee of Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings took place, or by the Chairman of the next following meeting, shall be evidence of the proceedings.

Looseleaf books

123. Subject as required by law any register, index, minute book, book of account or other book required by these Articles or by law to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

SECRETARY.

Secretary

124. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Absence of Secretary

125. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL.

Seal

126. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Directors or of a committee of the Directors authorised in that behalf by the Directors. The Directors may from time to time make such regulations as they see fit (subject to the provisions of these Articles in relation to share certificates and debenture certificates) determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed, and until otherwise so determined (and subject as aforesaid) every such instrument shall be signed by one Director and shall be countersigned by the Secretary or by a second Director.

Foreign seal

127. The Company may have an official seal for use abroad under the provisions of the Act where and as the Directors shall determine, and the Company may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

AUTHENTICATION OF DOCUMENTS.

Authentication

128 Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS.

Power to apply profits

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

Limits on dividend

130 No dividend shall be payable except out of the profits of the Company, and no dividend shall exceed the amount recommended by the Directors.

Quantification of dividend

131. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof 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. 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, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, such share shall rank for dividend accordingly.

Interim dividends

132. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment. Provided the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.

Pre-acquisition profits

133. Subject to the provisions of the Act or as otherwise required by law, where any asset, business or property is bought by the Company as from a past date, whether such date be before or after the incorporation of the Company, the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Deduction from dividends

134. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

Retention of dividends

135. The Directors may retain the dividends payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Unclaimed dividends

136. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

Method of paying dividends

137. Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto and in the case of joint holders to any one of such joint holders or to such person and such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Joint holders

138. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Dividends paid in specie

139. A General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures or other securities or rights of any other company, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may

make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates or any part thereof and otherwise as they think fit.

RESERVES.

Reserves

140. The Directors may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

DISTRIBUTION OF CAPITAL GAINS.

Capital gains

141. Notwithstanding anything in any other of these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretion of capital assets shall be divided among the members in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

CAPITALISATION.

Capitalisation of reserves

142. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company standing to the credit of profit and loss account or otherwise available for distribution (not being required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits) or any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full

unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members as fully paid.

Procedu capitalis

143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, or to make provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS.

Books

144. The Directors shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

Accou

145. The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.

Audit

146. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Act.

Right to receive accounts

147. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed to the accounts) shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or of these Articles; provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Whenever quotation on any Stock Exchange in the United Kingdom for all or any of the shares or debentures of the Company shall for the time being be in force, there shall be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Accuracy of accounts

148. Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDITORS.

Auditors

149. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Periodic accounts

150. Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by an Auditor or Auditors.

Rights of Auditors

151. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive notices of and other communications relating to any General Meeting which any member is entitled to

receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

NOTICES.

How notice is given

152. Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

Members without U.K. addresses

153. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give 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 such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Assumption that notice received

154. Any member present, either in person or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

Successors bound

155. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which previously to his name and address being entered on the register of members shall have been duly given to a person from whom he derives his title to such shares.

Advertisement

156. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London.

Timing of notices

157. Save as otherwise provided by the Act or by these Articles, any notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. Any notice or other document, if served by post, shall be deemed to have

Method of posting

been served at the time when the letter, envelope, card or cover containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, card or cover containing the notice or document was properly addressed and duly posted. A notice to be given by advertisement shall be deemed to have been served on the day on which the advertisement appears.

Dead or bankrupt members

158. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP.

Powers on winding up

159. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY.

Indemnity

160. Subject to the provisions of the Act, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G. V. TEW,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

P. S. O. ROBERTS,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

Dated this 17th day of September, 1970.

Witness to the above Signatures—

T. P. LEE,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

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TO

ARTICLES OF ASSOCIATION

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FILE COPY

CERTIFICATE OF INCORPORATION

ON RE-REGISTRATION AS A PUBLIC COMPANY

No. 990937/57

I hereby certify that

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the 21ST MAY 1981

Registrar of Companies

C 455

2?)

IC 137/6

CO-OPERATIVE BANK LIMITED

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS HELD ON THE 3RD MARCH, 1981

COMPANIES ACT 1980: RE-REGISTRATION AS A PUBLIC LIMITED COMPANY

Resolved:

(a) That the company be re-registered as a public limited company in pursuance of the provisions of section 8 of the Companies Act 1980; and

(b) that the Memorandum of Association of the company be altered by: (i) deleting the word "LIMITED" in Clause 1 thereof and inserting the words "PUBLIC LIMITED COMPANY" in its place; (ii) adding as a new Clause to be numbered 2 "The Company is to be a public company"; and (iii) re-numbering as Clauses 3 to 6 the existing clauses numbered 2 to 5.

Certified to be a true and correct copy of the resolution

SIGNED
(P.J. PAXTON, CHAIRMAN)

Company No. 990937 /68

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 29th December 1982)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 29th December 1982, the following resolution was duly passed as an Ordinary Resolution

ORDINARY RESOLUTION

THAT the authorised Capital of the Company be increased to £20,000,000 by the creation of 12,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
Secretary

0469Z

Form No. 10

THE COMPANIES ACTS 1948 TO 1967

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number 990937

Name of Company

Co-operative Bank Public Limited Company

*delete if inappropriate ~~Limited~~

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary] ~~[extraordinary] [special]~~ resolution of the company dated 29 December 1982,

†delete as appropriate

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 12,000,000 beyond the registered capital of £ 8,000,000

Note
This notice and a printed copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith

The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
12,000,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Please tick here if continued overleaf ☑

‡delete as appropriate

Signed [signature] [Director] ~~[Secretary]~~‡ Date 11 January 1983

Presentor's name, address and reference (if any):

M. Flanagan
Secretary's Office
P.O. Box 53
New Century House
Manchester M60 4ES.

For official use

General section

Post room

No. 990937 / 70

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

CO-OPERATIVE BANK

PUBLIC LIMITED COMPANY

Incorporated the 5th day of October, 1970

HERBERT OPPENHEIMER,
NATHAN & VANDYK,
20 COPTHALL AVENUE,
LONDON, E.C.2.

January 1983

COMPANIES REGISTRATION OFFICE
M
1 FEB 1983

Company No. 960937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 29th December 1982)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 29th December 1982, the following resolution was duly passed as an Ordinary Resolution

ORDINARY RESOLUTION

THAT the authorised Capital of the Company be increased to £20,000,000 by the creation of 12,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
Secretary

0469Z

990937

CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION AS A PUBLIC COMPANY

No. 990937

I hereby certify that

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the 21ST MAY 1981

Registrar of Companies

990937

CO-OPERATIVE BANK LIMITED

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS HELD ON THE 3RD MARCH, 1981

COMPANIES ACT 1980: RE-REGISTRATION AS A PUBLIC LIMITED COMPANY

Resolved:

(a) That the company be re-registered as a public limited company in pursuance of the provisions of section 8 of the Companies Act 1980; and

(b) that the Memorandum of Association of the company be altered by: (i) deleting the word "LIMITED" in Clause 1 thereof and inserting the words "PUBLIC LIMITED COMPANY" in its place; (ii) adding as a new Clause to be numbered 2 "The Company is to be a public company"; and (iii) re-numbering as Clauses 3 to 6 the existing clauses numbered 2 to 5.

Certified to be a true and correct copy of the resolution

SIGNED
(P.J. PAXTON, CHAIRMAN)

No. of Company 990937

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 29th day of October, 1979

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 29th day of October, 1979, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION: -

SPECIAL RESOLUTION

That the Articles of Association be altered by deleting Article numbered 161.

ARTHUR SUGDEN,
Chairman.

No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolutions

OF

Co-operative Bank Limited.

(Passed 14th May, 1973).

AT an EXTRAORDINARY GENERAL MEETING of the Company held 14th May, 1973, the following Resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS.

1. THAT the capital of the Company be increased to £8,000,000 by the creation of 4,000,000 Shares of £1 each ranking in all respects pari passu with the existing Shares in the capital of the company

2. THAT the sum of £4,000,000 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and that the same be applied in making payment in full at par for 4,000,000 Shares of £1 each in the capital of the Company such Shares to be distributed as fully paid among the persons who are now the registered holders of the Shares in the capital of the Company at the rate of one Share for every one Share of £1 of the Company held by such holders respectively such Shares to rank for dividend as from the 14th day of May 1973.

A. WILSON.
Chairman.

No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

Ordinary Resolution

OF

Co-operative Bank Limited.

(Passed 9th June, 1971)

AT an EXTRAORDINARY GENERAL MEETING of the Company held on the 9th June, 1971, the following Resolution was duly passed as an Ordinary Resolution :

ORDINARY RESOLUTION

THAT the Capital of the Company be increased to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each, ranking in all respects pari passu with the existing shares in the Capital of the Company.

A. WILSON

Chairman

No. of Company 990937

The Companies Acts 1948 *to* 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 25th day of January, 1971

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 25th day of January, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION :—

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting regulation 48 and substituting the following :—

"GENERAL MEETINGS.

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

G. E. BRADFIELD,
Chairman.

CERTIFICATE OF INCORPORATION

No. 990937

I HEREBY CERTIFY that CO-OPERATIVE BANK 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 5th October, 1970.

F. L. KNIGHT,
Assistant Registrar of Companies.

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

1. The name of the Company is "CO-OPERATIVE BANK PUBLIC LIMITED COMPANY" and it is hereinafter called "the Bank".

2. The Company is to be a public company.

3. The registered office of the Bank will be situate in England.

4. The objects for which the Bank is established are :—

(1) To carry on in any part of the world the business of banking in all its branches, and to transact and do all matters and things incidental thereto, or which may at any time hereafter, at any place where the Bank shall carry on business, be usually carried on as part of or in connection with, or which may conduce to or be calculated to facilitate or render profitable the transaction of, the business of banking or dealing in money or securities of any kind ; and, in particular, and without prejudice to such generality :—

(A) To receive money on loan, deposit, current account or otherwise, with or without security, to obtain the use and control of money and securities, and to employ and use the same.

(B) To advance or lend money or give credit with or without security.

(C) To draw, make, accept, endorse, grant, discount, execute, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure obligations, instruments (whether negotiable or transferable or no.) and securities of every kind.

(D) To grant, issue, negotiate, honour, retire and pay letters of credit, circular notes, drafts and other instruments and securities of every kind.

(E) To buy, sell and deal in foreign exchange, precious metals, bullion and specie.

(F) To contract for public and private loans and to negotiate and issue the same.

(G) To receive money, securities, documents and valuables on deposit or for safe custody or otherwise.

(H) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.

(I) To guarantee or otherwise accept responsibility for:—

the genuineness and validity of obligations, instruments, deeds and documents of all kinds; and the performance of obligations or contracts of every kind by any person, firm or body corporate, and in particular by the Bank's parent body corporate Co-operative Wholesale Society Limited.

(J) To promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of, participate in, manage or carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture stock of any body corporate and to lend money for the purposes of any such issue.

(K) To receive security for the implementation of any obligations.

(L) To grant indemnities against loss and risks of all kinds.

(2) To carry on financial business and financial operations of all kinds, and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the sale of goods, articles or commodities of all and every kind whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise, to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts and to constitute and to act as managers of unit trusts and investment trusts and to issue and

transact business in respect of all types of bankers' cards and credit cards and to carry on all kinds of insurance business and generally to act as financiers, capitalists, industrialists, merchants, traders, factors, commission agents, insurance brokers or in any other capacity, and to import, export, buy, sell, barter, exchange, let on hire, pledge, make advances upon or otherwise deal in any property whether tangible or intangible.

(3) To undertake the office of trustee, custodian trustee, managing trustee, administrator, executor, receiver, treasurer, registrar, auditor, manager, director or secretary and to undertake and execute either alone or jointly trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and as nominee holder of property or securities of whatsoever description.

(4) To provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested, whether as shareholder, creditor or otherwise and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any shares, stocks, funds or securities, and to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.

(5) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.

(6) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Bank or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securites issued or guaranteed by any company or person.

(7) To carry on the businesses of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communications systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of any kind or description, and whether alone or jointly with any other person or company, and to enter into any arrangement for sharing profits, joint adventure or otherwise in relation thereto.

(8) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Bank capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Bank or to enhance the value of or render more profitable any of the Bank's property.

(9) To take or concur in any steps or proceedings (including the undertaking of any obligation, monetary or otherwise) calculated to uphold or support the credit of the Bank, or to obtain, maintain, justify or restore public confidence, or to avert or minimise financial disturbances directly or indirectly affecting or likely to affect the business of the Bank.

(10) To build, erect, construct, maintain, improve, alter, enlarge, pull down, rebuild, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or object of the Bank and to enter into contracts and arrangements of all kinds with builders, tenants and others.

(11) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any business of the Bank, or required by any customers of or persons having dealings with the Bank or which may seem capable of being profitably dealt with in connection with any such business.

(12) To acquire, hire, hold, manage, develop, take options over, take on lease or in exchange, dispose of and deal with or otherwise any real or personal property, rights or interests by any means whatsoever.

(13) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Bank is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Bank, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

(14) (i) To acquire, accept and take, hold and sell either in the name of the Bank or in that of any nominee all or any shares, debentures, debenture stock, bonds, notes, obligations and securities of or in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Bank, or such as may be likely to promote or advance the interests of the Bank.

(ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Bank of some special

proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested upon such terms as may be thought fit.

(iv) To carry on the business of banking aforesaid by or through the medium of companies which are subsidiaries of or otherwise under the control (direct or indirect) of the Bank, and to co-ordinate the administration of and provide services and facilities of all kinds for such companies or any of them.

(15) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(16) To apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Bank, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

(17) To improve, exchange, manage, cultivate, develop royalty, turn to account, grant licences, easements or other rights and privileges in respect of or otherwise deal with all or any part of the undertaking, property, assets, rights, effects and interests of the Bank.

(18) To invest and deal with the moneys of the Bank in such manner as may from time to time be determined.

(19) To borrow or raise money in such manner as the Bank shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Bank's property or assets (whether present or future), including

its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Bank or any other person or company of any obligation or liability undertaken by the Bank or any other person or company as the case may be.

(20) To act as agents and to transact all kinds of agency business and to act for and represent and to employ as agents any company or person domiciled or resident at home or abroad.

(21) To vest any real or personal property, rights or interests acquired by or belonging to the Bank in any person or company on behalf or for the benefit of the Bank, and with or without any declared trust in favour of the Bank.

(22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Bank to carry any of its objects into effect or for extending any of the Bank's powers or for effecting any modification of the Bank's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Bank or of its members.

(23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, persons, trade associations or funds that may seem conducive to the Bank's objects, or any of them, and to obtain from any such government, authority, corporation, company, person, trade association or fund, any charters, contracts, decrees, rights, privileges and concessions which the Bank may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(24) To remunerate any person, firm or company rendering or to render services to the Bank, whether by cash payment or by the allotment to him or them of, or grant of options over shares, debentures or other securities of the Bank credited as paid up in full or in part or otherwise.

(25) To pay out of the funds of the Bank all expenses which the Bank may lawfully pay of or incident to the formation and registration of or the raising of money for the Bank or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Bank.

(26) To establish, maintain, participate in and contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses, benefits and emoluments to any persons who are or were at any time in the employment or service of the Bank, or any of its predecessors in business or of any company which is a subsidiary of the Bank or is allied to or associated with the Bank or with any such subsidiary, or who may be or have been Directors or officers of the Bank, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, building and housing schemes, funds, trusts and conveniences calculated to be for the benefit of, or to advance the interests and well-being of the Bank or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with others.

(27) To make and enter into arrangements with employees of the Bank for profit sharing upon such terms as may seem expedient.

(28) To procure the Bank to be registered or recognised in any dominion, colony or dependency and in any foreign country or place, and to establish and maintain branches and agencies in any part of the world.

(29) To promote any other company or companies for the purpose of acquiring or taking over all or any of the

property, rights and/or undertaking any of the liabilities of the Bank, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Bank, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities, of any such company as aforesaid.

(30) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the property, assets or undertaking of the Bank or any interests therein for such consideration as the Bank may think fit and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, government or authority (whether supreme, municipal, local or otherwise).

(31) To distribute among the members of the Bank in kind any property of the Bank (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Bank or of which the Bank may have the power of disposing.

(32) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Bank, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

5. The liability of the members is limited.

*6. The share capital of the Bank is £100, divided into 100 shares of £1 each.

*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each on 9th June 1971.

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May 1973.

Authorised capital further increased to £20,000,000 by the creation of 12,000,000 additional Ordinary Shares of £1 each on 29th December 1982.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
G. V. TEW, 20 Copthall Avenue, London, E.C.2, Solicitor.	One
P. S. O. ROBERTS, 20 Copthall Avenue, London, E.C.2, Solicitor.	One

Dated this 17th day of September, 1970.

Witness to the above Signatures—

T. P. LEE,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

The Companies Acts 1948 to 1980

COMPANY LIMITED BY SHARES

Articles of Association

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

PRELIMINARY.

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company. Table A not to apply

2. In these Articles, if not inconsistent with the subject or context (1) words importing the singular number include the plural, and vice versa; (2) words importing the masculine gender include the feminine gender; and (3) the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof. Interpretation

WORDS	MEANINGS
The Act	The Companies Acts 1948 to 1967 and every statutory modification or re-enactment thereof for the time being in force.
These Articles ..	These Articles of Association as herein contained or as from time to time altered.
Secretary	The Secretary of the Company and (subject to the provisions of the Act) any assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.
Office	The registered office for the time being of the Company.

WORDS	MEANINGS
Seal	The common seal of the Company.
The United Kingdom ..	Great Britain and Northern Ireland.
Paid up	Paid up or credited as paid up.
In writing	Written, or produced by any substitute for writing, or partly one and partly another.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

BUSINESS.

3. The Company is formed for the purpose of acquiring from Co-operative Wholesale Society Limited ("CWS") by means of Parliamentary powers the banking business conducted for many years by CWS as a separate department of CWS.

CAPITAL.

Share capital

*4. The share capital of the Company is £100, divided into 100 shares of £1 each.

Rights attached to shares

5. Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided for by the next following Article) any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution direct, or failing such direction (but in the case of unclassified shares only) as the Directors shall determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed subject to the provisions of the Act, on such terms and in such manner as may be provided by these Articles.

VARIATION OF RIGHTS.

How special share rights may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class, but not

*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each on 9th June 1971.

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May 1973.

Authorised capital further increased to £20,000,000 by the creation of 12,000,000 additional Ordinary Shares of £1 each on 29th [illegible] 1982.

otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

Creation or issue of further shares

7. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares but shall not (unless otherwise expressly provided by these Articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in some or all respects *pari passu* therewith or subsequent thereto.

SHARES.

Shares at disposal of Directors

8. Subject to the provisions of these Articles relating to new shares all unissued shares in the capital of the Company shall be at the disposal of the Directors who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms (including the fixing of the date as from which the said shares shall rank for dividend) as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

Power to pay commissions

9. In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally; provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent. of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Exclusion of equities

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES.

Right to receive Certificates

11. (A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such fee (if any), not exceeding 1s. for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within one month after allotment or the lodgment with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall be under the Seal and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to register more than four persons as the joint holders of any share or shares and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefor, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Where a member transfers part of the shares comprised in his holding he shall be entitled to a certificate for the balance of his holding without charge.

Signature on certificates

(B) Any share certificate and any certificate for debentures of the Company which has been approved for sealing by the Directors or a committee of the Directors need not (save to the extent that the terms and conditions for the time being relating to any debentures of the Company otherwise require) be signed or counter-signed by any person. Subject as aforesaid any such certificate may, if the Directors so determine, bear signatures affixed by some mechanical system or process or the names of the Company's issuing agents.

Replacement of share certificates

12. If a share certificate be defaced, worn out, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding 1s., and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

CALLS ON SHARES.

Power to make calls

13. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, 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 each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Provisions relating to calls

14. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

Interest on calls

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent. per annum or at such lower rate as the Directors may agree to accept, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sums due on allotment to be calls

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

Power to differentiate

17. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

Payment in advance of calls

18. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and any such payment in advance of calls shall extinguish, so far as the same shall extend but subject as in these Articles provided, the liability upon the shares in respect of which it is advanced; and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate as the member paying such sum and the Directors agree.

FORFEITURE, SURRENDER AND LIEN.

Notice to comply with call

19. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any

interest which may have accrued. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) 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 at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

Power to forfeit or accept surrender

20. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any shares liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

21. A share so forfeited or surrendered may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if they think fit, authorise some person to transfer a forfeited or surrendered share to any other person as aforesaid.

Effect on member

22. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall notwithstanding such forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum from the date of forfeiture or surrender until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

Lien

23. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and

any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

Sale of shares subject to lien

24. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Disposal of proceeds of sale

25. The net proceeds of such sale, after payment of the costs thereof, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same 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) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Title to shares surrendered, forfeited or sold

26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES.

Form of transfer

27. All transfers of shares shall be effected by transfer in writing in the usual common form or in any such other form as the Directors may approve, and need not be under seal.

Signing of transfers

28. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.

Power to refuse registration (1)

29. The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares.

Power to refuse registration (2)

30. The Directors may also decline to recognise any instrument of transfer, unless—

(A) the instrument of transfer duly stamped is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of registration

31. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of registration

32. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

No fee for registration

33. No fee will be charged by the Company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, notice in lieu of distringas or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register of members affecting the title to any shares.

Retention of transfers

34. All instruments of transfer which shall be registered may be retained by the Company, but any instrument of transfer which the Directors refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

Renunciation of allotments

35. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES.

Transmission on death

36. In the case of the death of a member the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Election of successor

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

Procedure on election

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share in favour of that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member.

Rights of unregistered successors

39. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (upon supplying to the Company such evidence as the Directors may reasonably require as to his title to the share) be entitled to receive and may give a discharge for all benefits arising or accruing on or in respect of the share, but he shall not be entitled in respect of that share to receive notices of or to attend or vote at meetings of the Company nor, save as aforesaid, to any of the rights or privileges of a member, until he shall have become a member in respect of the share; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if within sixty days the notice is not complied with such person shall (but only in the case of a share which is fully paid up) be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK.

Power to convert into stock

40. The Company may by Ordinary Resolution convert any paid up shares into stock, and re-convert any stock into paid up

shares of any denomination. If at any time whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall *ipso facto* be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock.

INCREASE OF CAPITAL.

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them

to such persons and on such terms as they think proper, but so that no share shall be issued at a discount, save in accordance with the provisions of the Act.

Form of new capital

46. All new shares shall (unless the Company shall by resolution otherwise determine) be subject to the provisions of these Articles with reference to payment of calls, forfeiture, surrender, lien, transfer, transmission and otherwise, and unless otherwise provided by or pursuant to these Articles or by the conditions of issue the new shares shall upon issue be Ordinary Shares.

ALTERATION OF CAPITAL.

47. The Company may by Ordinary Resolution—

Power to consolidate shares

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; whenever as a result of any consolidation of shares any member would become entitled to a fraction of a share, the Directors may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Directors may authorise some person to transfer the shares representing the fractions to the purchaser thereof whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale;

Power to cancel shares

(B) 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 share capital by the amount of the shares so cancelled;

Power to sub-divide shares

(C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared

with the others as the Company has power to attach to unissued or new shares;

and may by Special Resolution—

Power to reduce capital

(D) reduce its share capital and any capital redemption reserve fund and any share premium account in any manner subject to the provisions of the Act.

GENERAL MEETINGS.

Annual and Extraordinary General Meetings

As substituted by Special Resolution on 25th January, '971

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Requisitioned meetings

49. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS.

Notice (normal)

50. An Annual General Meeting and a General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and all other General Meetings shall be called by fourteen days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, to the Directors (including the alternate Directors), and to the Auditors for the time being of the Company; provided that a General Meeting of the Company shall,

Notice (short)

notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed—

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; 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 a right to attend and vote at the meeting.

Content of notice

51. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

Duty to inform members on requisition

52. It shall be the duty of the Company, subject to the provisions of the Act, on the requisition in writing of such number of members as is specified in the Act and (unless the Company otherwise resolves) at the expense of the requisitionists, (A) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and (B) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Omission of notice

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS.

Form of business at meetings

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the declaration of dividends, the consideration of the accounts and of the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the appointment or reappointment of Directors in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors or of the manner in which such remuneration is to be fixed.

Special notice

55. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Act permits) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.

Quorum

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Adjournment on lack of quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of meeting

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such Deputy Chairman nor such other Director be present within five minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded—

(A) by the Chairman; or

(B) by not less than five members having the right to vote at the meeting; or

(c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Proxy's right to demand poll

61. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a member shall be the same as a demand by the member.

Incorrect computation of votes

62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

Method of taking poll

63. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or forms), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll.

Taking of poll

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded.

Casting vote of Chairman

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote.

Other business

66. 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 has been demanded.

Withdrawal of poll demand

67. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately

VOTES OF MEMBERS.

Voting rights

68. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder.

Votes in respect of joint holdings

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 of members in respect of the share.

Votes of mentally disordered members

70. A member suffering from mental disorder in respect of whom an order has been made or a direction or authority given by a court of competent jurisdiction may vote, whether on a show of hands or on a poll, by his receiver, curator or other person appointed by such court, and such receiver, curator or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

No right to vote when call is unpaid

71. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Objections

72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Votes on a poll

73. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Proxy need not be a member

74. Any person (whether a member or not) may be appointed to act as a proxy.

Form of proxy

75. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointor or by his attorney duly authorised in writing, or if the appointor is a corporation shall be either under its common seal or under the hand of an officer or attorney of the corporation. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney. An instrument of proxy need not be witnessed.

Deposit of proxy

76. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, 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 and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

Incidents affecting validity of proxy

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Circulation of proxy forms

78. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any meeting of any class of members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the meeting or any other person or persons. If for the purpose of any meeting invitations to appoint as proxy a person or one of a number of persons, specified in the

invitations are issued at the Company's expense they shall be issued to all (or not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES.

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

DIRECTORS.

of Directors

80. Subject as hereinafter provided, the Directors shall be not less than six in number, but the Company may by Ordinary Resolution from time to time vary the minimum number and may also fix and from time to time vary a maximum number of Directors. The first Directors shall be the persons who shall be appointed in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association or a majority of them.

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81. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

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82. The Directors shall be entitled to remuneration at such rates as the Company by Ordinary Resolution may from time to time determine provided that, unless otherwise agreed by the Directors, no such remuneration shall be payable under this Article to a Director for the time being employed by or holding executive office with the Company, or by or with the Company's parent body corporate CWS, or by or with any company which would be a subsidiary of CWS (other than the Company) according to the definition contained in section 154 of the Companies Act 1948, were CWS a company. The Company by Ordinary Resolution may also vote extra remuneration to the Directors, which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company, or in attending and returning from meetings of the Directors or of committees of the Directors or General Meetings.

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Additional remuneration

83. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Alternate Directors

84. Each Director (other than an alternate Director) may at any time appoint another Director or (subject to the approval of a majority of the Directors for the time being) any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to any requisite approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making such appointment or removal and sent to or left at the Office.

Remuneration of alternate Directors

85. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the latter's remuneration as shall be agreed between them.

Offices of profit

86. A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

Directors' contracts

87. No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the

Company either with regard to his tenure of any other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors' interests in associated companies

88. Any Director, including an alternate Director, may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by the Company or any subsidiary thereof or in which the Company or any subsidiary thereof may be interested, as a member or otherwise, or in which the Company or any subsidiary thereof has decided not to take any shareholding or other interest whatsoever, and no such Director shall be accountable for any remuneration or other benefits whatsoever received by him as a director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including, but without limitation, the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company, or voting or providing for the payment of remuneration or any other benefits whatsoever to the directors or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

Declaration of interest

89. Without prejudice to the requirements of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of Directors. In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he became so interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Directors held after the Director becomes

so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Directors held after he is so appointed. For the purposes of this Article a general notice given to the Directors by any Director to the effect that he is a member of any 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 the company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

Directors' interests in relation to quorum (1)

90. A Director, including an alternate Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or body corporate or unincorporate or whereat the terms of any such appointment are arranged, varied or abrogated, and he may vote on any such appointment, arrangement, variation or abrogation other than his own appointment or the arrangement, variation or abrogation of the terms thereof.

Directors' interest in relation to quorum (2)

91. Subject to the last preceding Article a Director, including an alternate Director, shall not as a Director vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor, save as herein provided, shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to—

(A) any contract or arrangement giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or of any subsidiary of the Company ; or

(B) any contract or arrangement giving any security or guarantee to a third party in respect of a debt or obligation of the Company or of any subsidiary of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security ; or

(C) any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities or rights of the Company, or of any other company which the Company may promote or be interested in ; or

(D) any contract or dealing with any other body corporate in which the Director is interested only in any one or more of the capacities of officer, creditor, employee, or holder of shares, debentures or other securities or rights of that other body corporate; or

(E) any matter referring to any existing or proposed pension, superannuation, life assurance or insurance fund, scheme or arrangement of which or in which a Director may be or be about to become a member, or have or be about to have any other interest;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in any particular case or class of cases, by Ordinary Resolution of the Company.

Power to run pension schemes

92. The Directors may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase such shares, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive

Power to subscribe for charitable and other objects

position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance, benefit or emolument.

BORROWING POWERS.

Power to borrow and secure borrowings

93. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital, and 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.

GENERAL POWERS OF DIRECTORS.

General power to run business

94. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Power to delegate locally

95. The Directors may establish any local 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 such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys

96. The Directors may from time to time, and at any time, by power of attorney under the Seal, appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), for such period and subject to such

conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to establish branch register

97. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside the United Kingdom, the Channel Islands or the Isle of Man (and, if the Act shall so permit, in any other country, territory or area) in which the Company transacts business, a branch register or registers of members resident therein, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

Delegation of power to make calls as part of security

98. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

Negotiable instruments

99. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

DIRECTORS HOLDING EXECUTIVE OFFICE.

Directors holding executive office

100. The Directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (whether as Chairman, Deputy Chairman, Vice-Chairman, Managing Director, Joint or Deputy or Assistant Managing Director or otherwise) as they think fit. A Director so appointed shall not, whilst holding any such office, be subject to retirement by rotation or be taken into account in determining the retirement by rotation of Directors, but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he shall vacate the office of Director or (subject as aforesaid) if the Directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall *ipso facto* determine.

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OFFICE.

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101. A Director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the Directors may determine. Remuneration

102. The Directors may entrust to and confer upon any Director appointed to any such office any of the powers exercisable by them as Directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Grant to Directors

RETIREMENT OF DIRECTORS.

103. Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director. Continuance of office over seventy

104 The office of a Director shall be vacated in any of the following events, namely :— Vacation of office

(A) if (but in the case of a Director holding any executive office subject to the terms of any contract between him and the Company) he resigns his office by notice in writing under his hand sent to or left at the office;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(C) if he becomes of unsound mind;

(D) if he is absent from meetings of the Directors for six successive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated;

(E) if he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provisions of the Act;

(F) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that in the case of a Director holding an executive office subject to termination if he cease to be a Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

ROTATION OF DIRECTORS.

Retirement by rotation

105. Subject to the provisions of these Articles, at the first Annual General Meeting and at the Annual General Meeting in every subsequent year one-third of the Directors who are subject to retirement by rotation, or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office; provided always that if in any year the number of Directors who are subject to retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall be only one Director who is subject to retirement by rotation, that Director shall retire. A Director retiring at a meeting as aforesaid shall retain office until the conclusion of that meeting.

Ascertainment of Directors to retire

106. Subject to the provisions of the Act and of these Articles, the Directors to retire in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject as aforesaid, a retiring Director shall be eligible for re-appointment.

Filling of office vacated by rotation

107. The Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by appointing a person thereto, and in default the retiring Director, if willing to act, shall be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost

Eligible Directors

108. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of a Director at any General

Meeting unless, not less than seven nor more than forty-eight days before the day appointed for the meeting there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

Method of appointment

109. At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

Company's powers to alter numbers and determine rotation

110. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to retire from office.

Power to appoint additional Directors

111. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting, and shall be eligible for re-appointment at that meeting. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Power to remove Directors

112. Without prejudice to the provisions of the Act the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

PROCEEDINGS OF DIRECTORS.

Board meetings

113. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by

a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proxy votes at Board meetings

114. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, telex, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with the Secretary for filing.

Quorum at Board meetings

115. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum, but so that not less than two individuals shall constitute the quorum. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

Minimum number

116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Board

117. The Directors may, from their number, from time to time elect and remove a Chairman and, if thought fit, one or more Deputy Chairmen and/or Vice-Chairmen and determine the period for which they are to hold office. The Chairman, or in his absence the Deputy Chairman (to be chosen, if there be more than one, by agreement amongst themselves or, failing agreement, by lot), or in the absence of any Deputy Chairman the Vice Chairman (to be chosen, if there be more than one, as aforesaid), shall preside at all meetings of the

Directors, but if no such Chairman, Deputy Chairman or Vice-Chairman be elected, or if at any meeting the Chairman and no Deputy Chairman or Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Written Board resolution

118. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors; and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

Committees

119. The Directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations imposed by the Directors under this Article.

Defects in appointment

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

EXECUTIVE AND OTHER DIRECTORS.

Appointment of Non-Board Directors

121. The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be

a member of the Board of Directors or of any committee thereof nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

MINUTES AND BOOKS.

Minutes and books

122. The Directors shall cause minutes to be made—

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of Directors and of any committee of Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings took place, or by the Chairman of the next following meeting, shall be evidence of the proceedings.

Looseleaf books

123. Subject as required by law any register, index, minute book, book of account or other book required by these Articles or by law to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

SECRETARY.

Secretary

124. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Absence of Secretary

125. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

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125. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL.

Seal

126. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Directors or of a committee of the Directors authorised in that behalf by the Directors. The Directors may from time to time make such regulations as they see fit (subject to the provisions of these Articles in relation to share certificates and debenture certificates) determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed, and until otherwise so determined (and subject as aforesaid) every such instrument shall be signed by one Director and shall be countersigned by the Secretary or by a second Director.

Foreign seal

127. The Company may have an official seal for use abroad under the provisions of the Act where and as the Directors shall determine, and the Company may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

AUTHENTICATION OF DOCUMENTS.

Authentication

128. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS.

Power to apply profits

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

Limits on dividend

130. No dividend shall be payable except out of the profits of the Company, and no dividend shall exceed the amount recommended by the Directors.

Quantification of dividend

131. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof 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. 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, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, such share shall rank for dividend accordingly.

Interim dividends

132. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment. Provided the Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.

Pre-acquisition profits

133. Subject to the provisions of the Act or as otherwise required by law, where any asset, business or property is bought by the Company as from a past date, whether such date be before or after the incorporation of the Company, the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Deduction from dividends

134. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

Retention of dividends

135. The Directors may retain the dividends payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Unclaimed dividends

136. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

Method of paying dividends

137. Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto and in the case of joint holders to any one of such joint holders or to such person and such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Joint holders

138. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Dividends paid in specie

139. A General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures or other securities or rights of any other company, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may

make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates or any part thereof and otherwise as they think fit.

RESERVES.

Reserves

140. The Directors may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

DISTRIBUTION OF CAPITAL GAINS.

Capital gains

141. Notwithstanding anything in any other of these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretion of capital assets shall be divided among the members in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

CAPITALISATION.

Capitalisation of reserves

142. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company standing to the credit of profit and loss account or otherwise available for distribution (not being required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits) or any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full

unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members as fully paid.

Procedure on capitalisation

143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, or to make provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS.

Books of account

144. The Directors shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

Accounts

145. The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.

Auditors' report

146. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Act.

Right to receive accounts

147. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed to the accounts) shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or of these Articles: provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Whenever quotation on any Stock Exchange in the United Kingdom for all or any of the shares or debentures of the Company shall for the time being be in force, there shall be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Accuracy of accounts

148. Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDITORS.

Auditors

149. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Periodic accounts

150. Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by an Auditor or Auditors.

Rights of Auditors

151. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive notices of and other communications relating to any General Meeting which any member is entitled to

receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

NOTICES.

How notice is given

152. Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

Members without U.K. addresses

153. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give 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 such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Assumption that notice received

154. Any member present, either in person or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

Successors bound

155. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which previously to his name and address being entered on the register of members shall have been duly given to a person from whom he derives his title to such shares.

Advertisement

156. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London.

Timing of notices

157. Save as otherwise provided by the Act or by these Articles, any notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. Any notice or other document, if served by post, shall be deemed to have

Method of posting

been served at the time when the letter, envelope, card or cover containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, card or cover containing the notice or document was properly addressed and duly posted. A notice to be given by advertisement shall be deemed to have been served on the day on which the advertisement appears.

Dead or bankrupt members

158. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP.

Powers on winding up

159. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved but so that no member shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY.

Indemnity

160. Subject to the provisions of the Act, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G. V. TEW,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

P. S. O. ROBERTS,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

Dated this 17th day of September, 1976

Witness to the above Signatures—

T. P. LEE,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

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TO

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Company No. 190937 /79

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 28th December, 1984)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 28th December, 1984, the following resolution was duly passed as an Ordinary Resolution.

ORDINARY RESOLUTION

THAT the authorised Capital of the Company be increased to £25,000,000 by the creation of £5,000,000 Ordinary Shares of £1 each.

C.J. ABLETT,
SECRETARY

COMPANIES REGISTRATION
12 JAN 1985

Form No. 10

THE COMPANIES ACTS 1948 TO 1980

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use | Company number

820 | 990937

Name of Company

Co-operative Bank Public Limited Company

*delete if inappropriate

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary] [extraordinary] [special]† resolution of the company dated 28 December 1984

†delete as appropriate

the nominal capital of the company has been increased by the addition thereto of the sum of £ 5,000,000 beyond the registered capital of £ 20,000,000

Note
This notice and a printed copy of the resolution authorising the increase must be forwarded to the Registrar of Companies within 15 days after the passing of the resolution

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
5,000,000	Ordinary	£1

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Please tick here if continued overleaf ✓

‡delete as appropriate

Signed [signature] [Director] [Secretary]‡ Date 11.1.1985

Presentor's name, address and reference (if any):

M. Flanagan
Secretary's Office,
P.O. Box 53,
New Century House,
Manchester M60 4EJ

For official use

General section

Post room

COMPANIES REGISTRATION OFFICE 12 JAN 1985 15

No. 990937 / 524.

11/7

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

Incorporated the 5th day of October, 1970

HERBERT OPPENHEIMER
NATHAN & VANDYK

20 Copthall Avenue
London, EC2

Reprinted June 1985

CERTIFICATE OF INCORPORATION

ON RE-REGISTRATION AS A PUBLIC COMPANY

No. 990937

I hereby certify that

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the 21ST MAY 1981

Registrar of Companies

CERTIFICATE OF INCORPORATION

No.990937

I hereby certify that

CO-OPERATIVE BANK 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 5TH OCTOBER, 1970.

(F. L. KNIGHT)
Assistant Registrar of Companies

Company No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 28th December, 1984)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 28th December, 1984, the following resolution was duly passed as an Ordinary Resolution.

ORDINARY RESOLUTION

THAT the authorised Capital of the Company be increased to £25,000,000 by the creation of 5,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
SECRETARY

Company No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 29th December, 1982)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 29th December, 1982, the following resolution was duly passed as an Ordinary Resolution

ORDINARY RESOLUTION

THAT the authorised Capital of the Company be increased to £20,000,000 by the creation of 12,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
SECRETARY

CO-OPERATIVE BANK LIMITED

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS HELD ON 3RD MARCH, 1981

COMPANIES ACT 1980: RE-REGISTRATION AS A PUBLIC LIMITED COMPANY

Resolved:

(a) That the company be re-registered as a public limited company in pursuance of the provisions of section 8 of the Companies Act 1980; and

(b) that the Memorandum of Association of the company be altered by: (i) deleting the word "LIMITED" in Clause 1 thereof and inserting the words "PUBLIC LIMITED COMPANY" in its place; (ii) adding as a new Clause to be numbered 2 "The Company is to be a public company"; and (iii) re-numbering as Clauses 3 to 6 the existing clauses numbered 2 to 5.

Certified to be a true and correct copy of the resolution

P.J. PAXTON
CHAIRMAN

CO OPERATIVE BANK LIMITED

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS HELD ON 3RD MARCH, 1981

COMPANIES ACT 1980: RE-REGISTRATION AS A PUBLIC LIMITED COMPANY

Resolved:

(a) That the company be re-registered as a public limited company in pursuance of the provisions of section 8 of the Companies Act 1980; and

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Certified to be a true and correct copy of the resolution

P.J. PAXTON
CHAIRMAN

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 29th day of October, 1979

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 29th day of October, 1979, the following RESOLUTION was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Articles of Association be altered by deleting Article numbered 161.

ARTHUR SUGDEN

CHAIRMAN

any No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

C O - O P E R A T I V E B A N K L I M I T E D

(Passed 14th May, 1973)

At an EXTRAORDINARY GENERAL MEETING of the Company held 14th May, 1973, the following resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS

THAT the capital of the Company be increased to £8,000,000 by the creation of 4,000,000 shares of £1 each ranking in all respects pari passu with the existing Shares in the capital of the company.

THAT the sum of £4,000,000 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and that the same be applied in making payment in full at par for 4,000,000 Shares of £1 each in the capital of the Company such Shares to be distributed as fully paid among the persons who are now the registered holders of the Shares in the capital of the Company at the rate of one Share for every one Share of £1 of the Company held by such holders respectively such Shares to rank for dividend as from the 14th day of May, 1973.

A. WILSON
CHAIRMAN

Company No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

C O - O P E R A T I V E B A N K L I M I T E D

(Passed 9th June, 1971)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 9th June, 1971, the following Resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the Capital of the Company be increased to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each, ranking in all respects pari passu with the existing shares in the Capital of the Company

A. WILSON
CHAIRMAN

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

C O - O P E R A T I V E B A N K L I M I T E D

Passed 25th day of January, 1971

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 25th day of January, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting regulation 48 and substituting the following:-

"GENERAL MEETINGS

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

G.E. BRADFIELD
CHAIRMAN

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

---

1. The name of the Company is "CO-OPERATIVE BANK PUBLIC LIMITED COMPANY" and it is hereinafter called "the Bank".

2. The Company is to be a public company.

3. The registered office of the Bank will be situate in England.

4. The objects for which the Bank is established are:-

(1) To carry on in any part of the world the business of banking in all its branches, and to transact and do all matters and things incidental thereto; or which may at any time hereafter, at any place where the Bank shall carry on business, be usually carried on as part of or in connection with, or which may conduce to or be calculated to facilitate or render profitable the transaction of, the business of banking or dealing in money or securities of any kind; and, in particular, and without prejudice to such generality:-

(A) To receive money on loan, deposit, current account or otherwise, with or without security, to obtain the use and control of money and securities, and to employ and use the same.

(B) To advance or lend money or give credit with or without security.

(C) To draw, make, accept, endorse, grant, discount, execute, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure obligations, instruments (whether negotiable or transferable or not) and securities of every kind.

(D) To grant, issue, negotiate, honour, retire and pay letters of credit, circular notes, drafts and other instruments and securities of every kind.

(E) To buy, sell and deal in foreign exchange, precious metals, bullion and specie.

(F) To contract for public and private loans and to negotiate and issue the same.

(G) To receive money, securities, documents and valuables on deposit or for safe custody or otherwise.

(H) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.

(I) To guarantee or otherwise accept responsibility for:-
the genuineness and validity of obligations, instruments, deeds and documents of all kinds; and the performance of obligations or contracts of every kind by any person, firm or body corporate, and in particular by the Bank's parent body corporate Co-operative Wholesale Society Limited.

(J) To promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of, participate in, manage or carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture stock of any body corporate and to lend money for the purposes of any such issue.

(K) To receive security for the implementation of any obligations.

(L) To grant indemnities against loss and risks of all kinds.

(2) To carry on financial business and financial operations of all kinds, and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the sale of goods, articles or commodities of all and every kind whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise, to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts and to constitute and to act as managers of unit trusts and investment trusts and to issue and transact business in respect of all types of bankers' cards and credit cards and to carry on all kinds of insurance business and generally to act as financiers, capitalists, industrialists, merchants, traders, factors, commission agents, insurance brokers or in any other capacity, and to import, export, buy, sell, barter, exchange, let on hire, pledge, make advances upon or otherwise deal in any property whether tangible or intangible.

(3) To undertake the office of trustee, custodian trustee, managing trustee, administrator, executor, receiver, treasurer, registrar, auditor, manager, director or secretary and to undertake and execute either alone or jointly trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and as nominee holder of property or securities of whatsoever description.

(4) To provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested, whether as shareholder, creditor or otherwise and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any shares, stocks, funds or securities, and to undertake any duties in relation

to the registration of transfers, the issue of certificates, or otherwise.

(5) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.

(6) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Bank or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company or person.

(7) To carry on the businesses of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communications systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of any kind or description, and whether alone or jointly with any other person or company, and to enter into any arrangement for sharing profits, joint adventure or otherwise in relation thereto.

(8) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Bank capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Bank or to enhance the value of or render more profitable any of the Bank's property.

(9) To take or concur in any steps or proceedings (including the undertaking of any obligation, monetary or otherwise) calculated to uphold or support the credit of the Bank, or to obtain, maintain, justify or restore public confidence, or to avert or minimise financial disturbances directly or indirectly affecting or likely to affect the business of the Bank.

(10) To build, erect, construct, maintain, improve, alter, enlarge, pull down, rebuild, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or object of the Bank and to enter into contracts and arrangements of all kinds with builders, tenants and others.

(11) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any business of the Bank, or required by any customers of or persons having dealings with the Bank or which may seem capable of being profitably dealt with in connection with any such business.

(12) To acquire, hire, hold, manage, develop, take options over, take on lease or in exchange, dispose of and deal with or otherwise any real or personal property, rights or interests by any means whatsoever.

(13) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Bank is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Bank, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

(14) (i) To acquire, accept and take, hold and sell either in the name of the Bank or in that of any nominee all or any shares, debentures, debenture stock, bonds, notes, obligations and securities of or in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Bank, or such as may be likely to promote or advance the interests of the Bank.

(ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Bank of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested upon such terms as may be thought fit.

(iv) To carry on the business of banking aforesaid by or through the medium of companies which are subsidiaries of or otherwise under the control (direct or indirect) of the Bank, and to co-ordinate the administration of and provide services and facilities of all kinds for such companies or any of them.

(15) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(16) To apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Bank, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

(17) To improve, exchange, manage, cultivate, develop royalty, turn to account, grant licences, easements or other rights and privileges in respect of or otherwise deal with all or any part of the undertaking, property, assets, rights, effects and interests of the Bank.

(18) To invest and deal with the moneys of the Bank in such manner as may from time to time be determined.

(19) To borrow or raise money in such manner as the Bank shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Bank's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Bank or any other person or company of any obligation or liability undertaken by the Bank or any other person or company as the case may be.

(20) To act as agents and to transact all kinds of agency business and to act for and represent and to employ as agents any company or person domiciled or resident at home or abroad.

(21) To vest any real or personal property, rights or interests acquired by or belonging to the Bank in any person or company on behalf or for the benefit of the Bank, and with or without any declared trust in favour of the Bank.

(22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Bank to carry any of its objects into effect or for extending any of the Bank's powers or for effecting any modification of the Bank's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Bank or of its members.

(23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, persons, trade associations or funds that may seem conducive to the Bank's objects, or any of them, and to obtain from any such government, authority, corporation, company, person, trade association or fund, any charters, contracts, decrees, rights, privileges and concessions which the Bank may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(24) To remunerate any person, firm or company rendering or to render services to the Bank, whether by cash payment or by the allotment to him or them of, or grant of options over shares, debentures or other securities of the Bank credited as paid up in full or in part or otherwise.

(25) To pay out of the funds of the Bank all expenses which the Bank may lawfully pay of or incident to the formation and registration of or the raising of money for the Bank or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking,

placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Bank

(26) To establish, maintain, participate in and contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, purchases, benefits and emoluments to any persons who are or were at any time in the employment or service of the Bank, or any of its predecessors in business or of any company which is a subsidiary of the Bank or is allied to or associated with the Bank or with any such subsidiary, or who may be or have been Directors or officers of the Bank, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, building and housing schemes, funds, trusts and conveniences calculated to be for the benefit of, or to advance the interests and well-being of the Bank or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with others.

(27) To make and enter into arrangements with employees of the Bank for profit sharing upon such terms as may seem expedient.

(28) To procure the Bank to be registered or recognised in any dominion, colony or dependency and in any foreign country or place, and to establish and maintain branches and agencies in any part of the world.

(29) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and/or undertaking any or the liabilities of the Bank, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Bank, and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities, of any such company as aforesaid.

(30) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the property, assets or undertaking of the Bank or any interests therein for such consideration as the Bank may think fit and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, government or authority (whether supreme, municipal, local or otherwise).

(31) To distribute among the members of the Bank in kind any property of the Bank (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Bank or of which the Bank may have the power of disposing.

(32) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, sub-contractors, trustees or otherwise, and either alone or in

conjunction with others.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Bank, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

5. The liability of the members is limited.

*6. The share capital of the Bank is £100, divided into 100 shares of £1 each.

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*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each on 9th June 1971.

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May 1973.

Authorised capital further increased to £20,000,000 by the creation of 12,000,000 additional Ordinary Shares of £1 each on 29th December 1982.

Authorised capital further increased to £25,000,000 by the creation of 5,000,000 Ordinary Shares of £1 each on 28th December 1984.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
G.V. TEW, 20 Copthall Avenue, London, E.C.2, Solicitor.	One
P.S.O. ROBERTS 20 Copthall Avenue, London, E.C.2, Solicitor.	One

Dated this 17th day of September, 1970.

Witness to the above Signatures -
T.P. LEE
20 Copthall Avenue
London, E.C.2,
Solicitor.

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

PRELIMINARY.

Table A not to apply

1 The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

Interpretation

2. In these Articles, if not inconsistent with the subject or context (1) words importing the singular number include the plural, and vice versa;(2) words importing the masculine gender include the feminine gender; and (3) the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Acts 1948 to 1967 and every statutory modification or re-enactment thereof for the time being in force.
These Articles	These Articles of Association as herein contained or as from time to time altered.
Secretary	The Secretary of the Company and (subject to the provisions of the Act) any assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.
Office	The registered office for the time being of the Company.
Seal	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Paid Up	Paid up or credited as paid up.

WORDS	MEANINGS
writing	Written, or produced by any substitute for writing, or partly one and partly another

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

BUSINESS.

The Company is formed for the purpose of acquiring from Co-operative Wholesale Society Limited ("CWS") by means of Parliamentary powers the banking business conducted for many years by CWS as a separate department of CWS.

CAPITAL.

Share capital

*4. The share capital of the Company is £100, divided into 100 shares of £1 each

Rights attached to shares

5. Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided for by the next following Article) any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether with regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution direct, or failing such direction (but in the case of unclassified shares only) as the Directors shall determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed subject to the provisions of the Act, on such terms and in such manner as may be provided by these Articles.

VARIATION OF RIGHTS.

How special Share rights may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class, but not otherwise. To every

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*Capital increased from £100 to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each on 9th June 1971.

Capital further increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May 1973.

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Authorised capital further increased to £25,000,000 by the creation of 5,000,000 Ordinary Shares of £1 each on 28th December 1984.

such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

Creation or issue of further shares

7. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares but shall not (unless otherwise expressly provided by these Articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in some or all respects pari passu therewith or subsequent thereto.

SHARES

Shares at disposal of Directors

8. Subject to the provisions of these Articles relating to new shares all unissued shares in the capital of the Company shall be at thedisposal of the Directors who may (subject to the of provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms (including the fixing of the date as from which the said shares shall rank for dividend) as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

Power to pay commissions

9. In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally; provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Exclusion of equities

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES

Right to receive Certificate

11. (A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such fee (if any) not exceeding 1s. for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within one month after allotment or the lodgement with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall be under the Seal and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to register more than four persons as the joint holders of any share or shares and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefore, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Where a member transfers part of the shares comprised in his holding he shall be entitled to a certificate for the balance of his holding without charge.

Signature on certificates

(B) Any share certificate and any certificate for debentures of the Company which has been approved for sealing by the Directors or a committee of the Directors need not (save to the extent that the terms and conditions for the time being relating to any debentures of the Company otherwise require) be signed or counter-signed by any person. Subject as aforesaid any such certificate may, if the Directors so determine, bear signatures affixed by some mechanical system or process or the names of the Company's issuing agents.

Replacement of share certificates

12. If a share certificate be defaced, worn out, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding 1s., and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

CALLS ON SHARES.

Power to make calls

13. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, 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 each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Provisions relating to calls

14. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly

and severally liable to pay all calls in respect thereof.

Interest on calls

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent per annum or at such lower rate as the Directors may agree to accept, but the Directors shall be at liberty to waive payment of such interest wholly or in part.

Sums due on allotment to be calls

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

Power to differentiate

17. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment.

Payment in advance of calls

18. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and any such payment in advance of calls shall extinguish, so far as the same shall extend but subject as in these Articles provided, the liability upon the shares in respect of which it is advanced; and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate as the member paying such sum and the Directors agree.

FORFEITURE, SURRENDER AND LIEN.

Notice to comply with call

19. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) 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 at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

Power to forfeit or accept surrender

20. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the

forfeiture. The Directors may accept a surrender of any shares liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

21. A share so forfeited or surrendered may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if they think fit, authorise some person to transfer a forfeited or surrendered share to any other person as aforesaid.

Effect on member

22. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall not withstanding such forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum from the date of forfeiture or surrender until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

Lien

23. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and not-withstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

Sale of shares subject to lien

24. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Disposal of proceeds of sale

25. The net proceeds of such sale, after payment of the costs thereof, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same 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) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Title to shares surrendered, forfeited or sold

26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES.

Form of transfer

27. All transfers of shares shall be effected by transfer in writing in the usual common form or in any such other form as the Directors may approve, and need not be under seal.

Signing of transfers

28. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.

Power to refuse reg-

29. The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares.

istration (1)

Power to refuse registration (2)

30. The Directors may also decline to recognise any instrument of transfer, unless -

(A) the instrument of transfer duly stamped is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of registration

31. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of registration

32. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

No fee for registration

33. No fee will be charged by the Company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, notice in lieu of distringas or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register of members affecting the title to any shares.

Retention of transfers

34. All instruments of transfer which shall be registered may be retained by the Company, but any instrument of transfer which the Directors refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

Renunciation of allotments

35. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES.

Transmission on death

36. In the case of the death of a member the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Election of successor

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

Procedure on election

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share in favour of that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member.

Rights of unregistered successors

39. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (upon supplying to the Company such evidence as the Directors may reasonably require as to his title to the share) be entitled to receive and may give a

discharge for all benefits arising or accruing on or in respect of the share, but he shall not be entitled in respect of that share to receive notices of or to attend or vote at meetings of the Company nor, save as aforesaid, to any of the rights or privileges of a member, until he shall have become a member in respect of the share; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if within sixty days the notice is not complied with such person shall (but only in the case of a share which is fully paid up) be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK.

Power to convert into stock

40. The Company may by Ordinary Resolution convert any paid up shares into stock, and re-convert any stock into paid up shares of any denomination. If and whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall ipso facto be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock.

INCREASE OF CAPITAL.

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in

proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons and on such terms as they think proper, but so that no share shall be issued at a discount, save in accordance with the provisions of the Act.

Form of new capital

46. All new shares shall (unless the Company shall by resolution otherwise determine) be subject to the provisions of these Articles with reference to payment of calls, forfeiture, surrender, lien, transfer, transmission and otherwise, and unless otherwise provided by or pursuant to these Articles or by the conditions of issue the new shares shall upon issue be Ordinary Shares.

ALTERATION OF CAPITAL.

47. The Company may by Ordinary Resolution -

Power to consolidate shares

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; whenever as a result of any consolidation of shares any member would become entitled to a fraction of a share, the Directors may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Directors may authorise some person to transfer the shares representing the fractions to the purchaser thereof whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale;

Power to cancel shares

(B) 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 share capital by the amount of the shares so cancelled;

Power to sub-divide shares

(C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares;

and may by Special Resolution -

(D) reduce its share capital and any capital redemption reserve fund and any share premium account in any manner subject to the provisions of the Act.

Power to reduce capital

GENERAL MEETINGS.

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Annual and Extraordinary General Meetings

(As substituted by Special Resolution on 25th January 1971)

49. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

Requisitioned meetings

NOTICE OF GENERAL MEETINGS.

50. An Annual General Meeting and a General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and all other General Meetings shall be called by fourteen days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, to the Directors (including the alternate Directors), and to the Auditors for the time being of the Company; provided that a General Meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article,be deemed to have been duly called if it is so agreed -

Notice (normal)

Notice (short)

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; 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 a right to attend and vote at the meeting.

51. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

Content of notice

52. It shall be the duty of the Company, subject to the provisions of the Act, on the requisition in writing of such number of members as is specified in the Act and (unless the Company otherwise resolves) at the expense of the requisitionists, (A) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and (B) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Duty to inform members on requisition

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Omission of notice

PROCEEDINGS AT GENERAL MEETINGS

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the declaration of dividends, the consideration of the accounts and of the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the appointment or re-appointment of Directors in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors or of the manner in which such remuneration is to be fixed.

Form of business at meetings

55. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Act permits) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.

Special notice

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Adjournment on lack of quorum

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by

Chairman of meeting

agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such deputy chairman nor such other Director be present within five minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded -

(A) by the Chairman; or

(B) by not less than five members having the right to vote at the meeting; or

(C) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(D) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Proxy's right to demand p

61. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding

Article a demand by a person as proxy for a member shall be the same as a demand by the member.

62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting. — Incorrect computation of votes

63. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or forms), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll. — Method of taking poll

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded. — Taking of Poll

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote. — Casting vote of Chairman

66. 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 has been demanded. — Other business

67. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately. — Withdrawal of poll demand

VOTES OF MEMBERS

68. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder. — Voting rights

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 of members in respect of the share. — Votes in respect of joint holdings

70. A member suffering from mental disorder in respect of whom an order has been made or a direction or authority given — Votes of mentally

by a court of competent jurisdiction may vote, whether on a show hands or on a poll, by his receiver, curator or other person appointed by such court, and such receiver, curator or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

disordered members

71. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

No right to vote when call is unpaid

72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Objections

73. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Votes on a a poll

74. Any person (whether a member or not) may be appointed to act as a proxy.

Proxy need not be a member

75. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointor or by his attorney duly authorised in writing, or if the appointor is a corporation shall be either under its common seal or under the hand of an officer or attorney of the corporation. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney. An instrument of proxy need not be witnessed.

Form of proxy

76. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, not less that 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 and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

Deposit of proxy

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Incidents affecting validity of proxy

78. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any meeting of any class of members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the meeting or any other person or persons. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the invitations are issued at the Company's expense they shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

Circulation of proxy forms

CORPORATIONS ACTING BY REPRESENTATIVES

79. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and such corporation shall, for the purposes of these Articles, be deemed to be present in person at such meeting if a person so authorised is present thereat.

Representatives

DIRECTORS

80. Subject as hereinafter provided, the Directors shall be not less than six in number, but the Company may by Ordinary Resolution from time to time vary the minimum number and may also fix and from time to time vary a maximum number of Directors. The first Directors shall be the persons who shall be appointed in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association or a majority of them.

Number of Directors

81. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

No share qualification required

82. The Directors shall be entitled to remuneration at such rates as the Company by Ordinary Resolution may from time to time determine provided that, unless otherwise agreed by the

Remuneration of Directors

Directors, no such remuneration shall be payable under this Article to a Director for the time being employed by or holding executive office with the Company, or by or with the Company's parent body corporate CWS, or by or with any company which would be a subsidiary of CWS (other than the Company) according to the definition contained in section 154 of the Companies Act 1948, were CWS a company. The Company by Ordinary Resolution may also vote extra remuneration to the Directors, which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company, or in attending and returning from meetings of the Directors or of committees of the Directors or General Meetings.

Additional remuneration

83. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Alternate Directors

84. Each Director (other than an alternate Director) may at any time appoint another Director or (subject to the approval of a majority of the Directors for the time being) any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to any requisite approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making such appointment or removal and sent to or left at the Office.

Remuneration of alternate Directors

85. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the latter's remuneration as shall be agreed between them.

86. A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

Offices of profit

87. No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the Company either with regard to his tenure of any other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors' contracts

88. Any Director, including an alternate Director, may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by the Company or any subsidiary thereof or in which the Company or any subsidiary thereof may be interested, as a member or otherwise, or in which the Company or any subsidiary thereof has decided not to take any shareholding or other interest whatsoever, and no such Director shall be accountable for any remuneration or other benefits whatsoever received by him as a director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including, but without limitation, the exercise thereof in favour of any resolution appointing themselves or any of them directors or other officers of such company, or voting or providing for the payment of remuneration or any other benefits whatsoever to the directors or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

Directors' interests in associated companies

89. Without prejudice to the requirements of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of Directors. In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he became s interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Directors held after the Director becomes so interested. In

Declaration of interest

a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Directors held after he is so appointed. For the purposes of this Article a general notice given to the Directors by any Director to the effect that he is a member of any 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 the company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

Directors' interests in relation to quorum (1)

90. A Director, including an alternate Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or body corporate or unincorporate or whereat the terms of any such appointment are arranged, varied or abrogated, and he may vote on any such appointment, arrangement, variation or abrogation other than his own appointment or the arrangement, variation or abrogation of the terms thereof.

Directors' interests in relation to quorum (2)

91. Subject to the last preceding Article a Director, including an alternate Director, shall not as a Director vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor, save as herein provided, shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to -

(A) any contract or arrangement giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or of any subsidiary of the Company; or

(B) any contract or arrangement giving any security or guarantee to a third party in respect of a debt or obligation of the Company or of any subsidiary of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or

(C) any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities or rights of the Company, or of any other company which the Company may promote or be interested in; or

(D) any contract or dealing with any other body corporate in which the Director is interested only in any one or more of the capacities of officer, creditor, employee, or holder of shares, debentures or other securities or rights of that other body corporate; or

(E) any matter referring to any existing or proposed pension, superannuation, life assurance or insurance fund, scheme or arrangement of which or in which a Director may be or be about to become a member, or have or be about to have any other interest;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in any particular case or class of cases, by Ordinary Resolution of the Company.

Power to run pension schemes

92. The Directors may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such personsas aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase such shares, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance, benefit or emolument.

Power to subscribe for charitable and other objects

BORROWING POWERS

Power to borrow and secure borrowings

93. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital, and 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.

General power to run business

94. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Power to delegate locally

95. The Directors may establish any local 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 such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys

96. The Directors may from time to time, and at any time, by power of attorney under the Seal, appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to establish branch register

97. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside the United Kingdom, the Channel Islands or the Isle of Man (and, if the Act shall so permit, in any other country, territory or area) in which the Company transacts business, a branch register or registers of members resident therein, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

98. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may

delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

Delegation of power to make calls as part of security

99. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

Negotiable instruments

DIRECTORS HOLDING EXECUTIVE OFFICE

100. The Directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (whether as Chairman, Deputy Chairman, Vice-Chairman, Managing Director, Joint or Deputy or Assistant Managing Director or otherwise) as they think fit. A Director so appointed shall not, whilst holding any such office, be subject to retirement by rotation or be taken into account in determining the retirement by rotation of Directors, but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he shall vacate the office of Director or (subject as aforesaid) if the Directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall ipso facto determine.

Directors holding executive office

101. A Director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the Directors may determine.

Executive emoluments

102. The Directors may entrust to and confer upon any Director appointed to any such office any of the powers exercisable by them as Directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Grant of powers to Directors

RETIREMENT OF DIRECTORS

103. Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retirable to retire under the provisions of these Articles from any person

Continuation in office of Directors over seventy

proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy. and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director.

Vacation of office

104.The office of a Director shall be vacated in any of the following events, namely:-

(A) if (but in the case of a Director holding any executive office subject to the terms of any contract between him and the Company) he resigns his office by notice in writing under his hand sent to or left at the office;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(C) if he becomes of unsound mind;

(D) if he is absent from meetings of the Directors for six successive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated;

(E) if he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provisions of the Act;

(F) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that in the case of a Director holding an executive office subject to termination if he cease to be a Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

ROTATION OF DIRECTORS

Retirement by rotation

105.Subject to the provisions of these Articles, at the first Annual General Meeting and at the Annual General Meeting in every subsequent year one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office; provided always that if in any year the number of Directors who are subject to retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall be only one Director who is subject to retirement by rotation, that Director shall retire. A Director retiring at a meeting as

aforesaid shall retain office until the conclusion of that meeting.

106.Subject to the provisions of the Act and of these Articles, the Directors to retire in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject as aforesaid, a retiring Director shall be eligible for re-appointment. Ascertainment of Directors to retire

107.The Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by appointing a person thereto, and in default the retiring Director, if willing, to act, shall be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost. Filling of office vacated by rotation

108.No person other than a Director retiring at the meeting shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of a Director at any General meeting unless, not less than seven nor more than forty-eight days before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed. Eligible Directors

109.At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment. Method of appointment

110.The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to retire from office.
numbers and Company's powers to alter

determine rotation

111 The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting, and Power to appoint additional Directors

shall be eligible for re-appointment at that meeting. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Power to remove Directors

112. Without prejudice to the provisions of the Act the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

PROCEEDINGS OF DIRECTORS

Board Meetings

113. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proxy votes at Board Meetings

114. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, telex, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and left with the Secretary for filing.

Quorum at Board meetings

115. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum, but so that not less than two individuals shall constitute the quorum. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being excercisable by the Directors.

Minimum number

116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of

summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Board

117.The Directors may, from their number, from time to time elect and remove a Chairman and, if thought fit, one or more Deputy Chairmen and/or Vice-Chairmen and determine the period for which they are to hold office. The Chairman, or in his absence the Deputy Chairman (to be chosen, if there be more than one, by agreement amongst themselves or, failing agreement, by lot), or in the absence of any Deputy Chairman the Vice-Chairman (to be chosen, if there be more than one, as aforesaid), shall preside at all meetings of the Directors, but if no such Chairman, Deputy Chairman or Vice-Chairman be elected, or if at any meeting the Chairman and no Deputy Chairman or Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Written Board resolution

118.A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors; and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

Committees

119.The Directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations imposed by the Directors under this Article.

Defects in appointment

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

EXECUTIVE AND OTHER DIRECTORS

Appointment of Non-Board Directors

121.The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant,

local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

MINUTES AND BOOKS

Minutes and books

122. The Directors shall cause minutes to be made -

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of Directors and of any committee of Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings took place, or by the Chairman of the next following meeting, shall be evidence of the proceedings.

Looseleaf books

123. Subject as required by law any register, index, minute book, book of account or other book required by these Articles or by law to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

SECRETARY

Secretary

124. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Absence of Secretary

125. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf

by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

Seal

126. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Directors or of a committee of the Directors authorised in that behalf by the Directors. The Directors may from time to time make such regulations as they see fit (subject to the provisions of these Articles in relation to share certificates and debenture certificates) determing the persons and the number of such persons who shall sign every instrument to which the Seal is affixed, and until otherwise so determined (and subject as aforesaid) every such instrument shall be signed by one Director and shall be countersigned by the Secretary or by a second Director.

Foreign seal

127. The Company may have an official seal for use abroad under the provisions of the Act where and as the Directors shall determine, and the Company may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

AUTHENTICATION OF DOCUMENTS

Authentication

128. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS

Power to apply profits

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

Limits on dividend

130.No dividend shall be payable except out of the profits of the Company, and no dividend shall exceed the amount recommended by the Directors.

Quantification of dividend

131.Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof 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. 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, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, such share shall rank for dividend accordingly.

Interim dividends

132.The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment. Provided that Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.

Pre-acquisitio profits

133.Subject to the provisions of the Act or as otherwise required by law, where any asset, business or property is bought by the Company as from a past date, whether such date be before or after the incorporation of the Company, the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Deduction from dividend

134.The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

Retention of dividends

135.The Directors may retain the dividends payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in

respect of such shares or shall transfer the same.

136.All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely. Unclaimed dividends

137.Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto and in the case of joint holders to any one of such joint holders or to such person and such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby. Method of paying dividends

138.If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share. Joint holders

139.A General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures or other securities or rights of any other company, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates or any part thereof and otherwise as they think fit. Dividends paid in specie

RESERVES

140.The Directors may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be Reserves

employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

DISTRIBUTION OF CAPITAL GAINS

Capital gains

141. Notwithstanding anything in any other of these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretion of capital assets shall be divided among the members in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

CAPITALISATION

Capitalisation of reserves

142. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company standing to the credit of profit and loss account or otherwise available for distribution (not being required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits) or any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members as fully paid.

Procedure on capitalisation

143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, or to make provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively,

credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

Books of account

144. The Directors shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

Accounts

145. The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.

Auditors' report

146. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Act.

Right to receive accounts

147. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed to the accounts) shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or of these Articles; provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Whenever quotation on any Stock Exchange in the United Kingdom for all or any of the shares or debentures of the Company shall for the time being be in force, there shall be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Accuracy of accounts

148. Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDITORS

149. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. — Auditors

150 Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by an Auditor or Auditors. — Periodic accounts

151. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors. — Rights of Auditors

NOTICES

152. Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders. — How notice is given

153. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give 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 such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company. — Members without UK addresses

154. Any member present, either in person or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened. — Assumption that notice received

155. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which previously to his name and address being entered on the register of members shall have been duly given to a person from whom he derives his title to such shares. — Successors bound

156. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant — Advertisement

to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London.

157. Save as otherwise provided by the Act or by these Articles, any notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter, envelope, card or cover containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, card or cover containing the notice or document was properly addressed and duly posted. A notice to be given by advertisement shall be deemed to have been served on the day which the advertisement appears.

Timing of notices

Method of posting

158. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles, shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

Dead or bankrupt members

WINDING UP

159. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares in respect of which there is a liability.

Powers on winding up

INDEMNITY

160 Subject to the provisions of the Act, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

Indemnity

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G.V. TEW,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

P.S.O. ROBERTS
20 Copthall Avenue,
London, E.C.2,
Solicitor.

Dated this 17th day of September, 1970.

Witness to the above Signatures -
T.P. LEE
20 Copthall Avenue
London, E.C.2,
Solicitor.

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CARD 1 (See also Card 2)

THIS CARD IS CIRCULATED TO GIVE DETAILS OF AN ISSUE BY CO-OPERATIVE BANK p.l.c. AND SHOULD BE RETAINED FOR REFERENCE PURPOSES

CON-Z 18 Co-operative Bank p.l.c.

COO

3 JUN 1985

(Incorporated in England under the Companies Acts 1948 to 1980)

£75,000,000

SUBORDINATED FLOATING RATE NOTES 2000

The issue price of the Notes will be 100 per cent. of their principal amount.

Application has been made to the Council of The Stock Exchange of the United Kingdom and the Republic of Ireland ("The Stock Exchange") for the Notes to be admitted to the Official List.

This document comprises listing particulars given in compliance with the Regulations of the Council of The Stock Exchange for the purpose of giving information with regard to Co-operative Bank p.l.c. (the "Bank"), Co-operative Wholesale Society Limited and the Notes. Copies of this document have been delivered to the Registrar of Companies in England and Wales in accordance with such regulations. The Bank is responsible for the information contained in this document. To the best of the knowledge and belief of the Bank (which has taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Bank accepts responsibility accordingly.

This document does not constitute an offer or an invitation by, or on behalf of, the Bank or by, or on behalf of, Bank of America International Limited, County Bank Limited, Banque Bruxelles Lambert S.A., Banque Nationale de Paris, Banque Paribas, Baring Brothers & Co., Limited, Citicorp Investment Bank Limited, Crédit Lyonnais, Daiwa Kangyo International Limited, Grindlay Brandts Limited, IBJ International Limited, LTCB International Limited, Merrill Lynch International & Co., Samuel Montagu & Co. Limited, Morgan Grenfell & Co. Limited, Morgan Guaranty Ltd., Nomura International Limited, Orion Royal Bank Limited, Saudi International Bank AL-BANK AL-SAUDI AL-ALAMI LIMITED, Swiss Volksbank, London Branch, Licensed Deposit Taker, Taisugin International Bank (Europe) S.A. and Westpac Banking Corporation (the "Managers") or any of them to subscribe or purchase any of the Notes.

The distribution of this document and the offering of the Notes in certain jurisdictions may be restricted by law; persons into whose possession this document comes are required by the Bank and the Managers to inform themselves about, and to observe, any such restrictions.

No person has been authorised to give any information or to make any representations, other than those contained in this document, in connection with the issue and sale of the Notes and, if given or made, such information or representations must not be relied upon as having been authorised by the Bank or by the Managers.

In connection with the issue of the Notes, the Managers may over-allot or effect transactions with a view to stabilising or maintaining the market price of the Notes at levels other than those which might otherwise prevail. Such transactions may be effected on The Stock Exchange, in any over-the-counter market or otherwise and, if begun, may be discontinued at any time.

In this document, all references to "£", "pounds" or "sterling" are to the currency of the United Kingdom.

A Temporary Global Note representing the Notes will be deposited with a common depositary for CEDEL S.A. and the Euro-clear System on or about 15th July, 1985. The Temporary Global Note will be exchangeable for definitive Notes not later than 16th October, 1985.

DESCRIPTION OF THE NOTES

The £75,000,000 Subordinated Floating Rate Notes 2000 (the "Notes") will be constituted by a Trust Deed to be dated 16th July, 1985 (the "Trust Deed") between Co-operative Bank p.l.c. (the "Bank") and The Law Debenture Trust Corporation p.l.c. (the "Trustee") as trustee for the holders of the Notes (the "Noteholders"). The issue of the Notes was authorised by resolutions of the Board of Directors of the Bank passed on 16th June, 1985 and of a Committee of such Board of Directors passed on 3rd July, 1985. The statements in this Description of the Notes include summaries of, and are subject to the detailed provisions of the Trust Deed which will include the form of the Notes and the coupons appertaining thereto (the "Coupons"). Copies of the Trust Deed will be available for inspection at the registered office of the Trustee, being at the date hereof at Estates House, 66 Gresham Street, London EC2V 7HX and at the specified offices of each of the paying agents referred to below. The Noteholders and the holders of the Coupons (the "Couponholders") are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed applicable to them.

1. Form and Denomination

The Notes will initially be represented by a Temporary Global Note which will be exchangeable for definitive Notes in bearer form, serially numbered, in the denominations of £5,000 and £50,000. Title to the Notes will pass by delivery.

2. Status and Subordination

The Notes and Coupons will be unsecured obligations of the Bank and, in the event of the winding up of the Bank, the claims of Noteholders and Couponholders pursuant thereto will be subordinated in right of payment to the claims of depositors and other creditors (other than holders of Subordinated Indebtedness, if any) of the Bank in the manner and to the extent provided in the Trust Deed. "Subordinated Indebtedness" means all indebtedness of the Bank which by its terms is subordinated. In the event of the winding up of the Bank, in right of payment to the claims of depositors and other unsubordinated creditors of the Bank and so that, for the purpose of this definition, indebtedness shall include all liabilities, whether actual or contingent, under guarantees or indemnities.

3. Interest

(a) Interest Payment Dates

The Notes will bear interest from and including the Issue Date (which expression means 16th July, 1985 or, if payment to the Bank is deferred as permitted in the Subscription Agreement referred to below, such later date as shall be the date on which payment to the Bank is made, being not later than 5th August, 1985) and such interest will be payable on each date ("Interest Payment Date") which (save as mentioned below) falls three months after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Issue Date. If any Interest Payment Date would otherwise fall on a day which is not a business day (as defined below) it shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month in which event (i) the Interest Payment Date shall be brought forward to the immediately preceding business day and (ii) after the foregoing (i) shall have been applied, each subsequent Interest Payment Date shall be the last business day of the third month after the month in which the preceding Interest Payment Date shall have fallen. The period beginning on the Issue Date and ending on the first Interest Payment Date and each successive period

(a) *Interest Payment Dates*

The Notes will bear interest from and including the Issue Date (which expression means 18th July, 1985 or, if payment to the Bank is not made in the circumstances described in the Subscription Agreement referred to below, such later date as shall be the date on which payment to the Bank is made, being not later than 5th August, 1985) and such interest will be payable on each date ("Interest Payment Date") which (save as mentioned below) falls three months after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Issue Date. If any Interest Payment Date would otherwise fall on a day which is not a business day (as defined below) it shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month in which event (i) the Interest Payment Date shall be brought forward to the immediately preceding business day and (ii) after the foregoing (i) shall have been applied, each subsequent Interest Payment Date shall be the last business day of the third month after the month in which the preceding Interest Payment Date shall have fallen. The period beginning on the Issue Date and ending on the first Interest Payment Date and each successive period beginning on an Interest Payment Date and ending on the next succeeding Interest Payment Date is herein called an "Interest Period".

(b) *Coupons*

Except as hereinafter provided, interest due on or before maturity of the Notes will be paid against presentation and surrender of the Coupons attached to the Notes on issue as they severally mature, in accordance with paragraph 4 below. Interest shall cease to accrue on each Note as from the due date for redemption thereof unless, upon due presentation, payment of principal is improperly withheld or refused in which case interest shall continue to accrue as provided in the Trust Deed. After such due date any unmatured Coupons relating to such Note (whether or not attached thereto) shall become void and if such due date is not an Interest Payment Date interest accrued from the immediately preceding Interest Payment Date or the Issue Date, as the case may be, shall be payable only upon presentation of such Note.

(c) *Rate of Interest*

The rate of interest payable from time to time in respect of the Notes (the "Rate of Interest") will be determined on the basis of the following provisions —

(i) On each "Interest Determination Date", namely the Issue Date (in the case of the payment of interest due on the first Interest Payment Date) and thereafter the first business day of the Interest Period for which such rate will apply, Bank of America International Limited or its successor (the "Agent Bank") will request the principal London offices of each of The Chase Manhattan Bank N.A., Deutsche Bank Aktiengesellschaft, Midland Bank plc and International Westminster Bank PLC, or any duly appointed substitute reference bank (the "Reference Banks") to provide the Agent Bank with its offered quotation to leading banks for sterling deposits in London for the Interest Period concerned as at 11.00 a.m. (London time) on the Interest Determination Date in question. The Rate of Interest for such Interest Period shall, subject as provided below, be ½ per cent. per annum above the arithmetic mean (rounded upwards if necessary to the nearest ⅛ per cent.) of such offered quotations as established by the Agent Bank.

(ii) If on any Interest Determination Date two or three only of the Reference Banks provide such quotations, the Rate of Interest for the next Interest Period shall, subject as provided below, be determined on the basis of the offered quotations of those Reference Banks providing such quotations.

(iii) If on any Interest Determination Date one only or none of the Reference Banks provides such quotations, then the applicable Rate of Interest for the next Interest Period shall, subject to (iv) below, be the Rate of Interest in effect on the last day of the immediately preceding Interest Period provided that (1) if at any time during the relevant Interest Period the Agent Bank determines that at least two of the Reference Banks are offering three-month deposits in sterling to leading banks in the London interbank market, then the Agent Bank shall determine a new Rate of Interest (the "Substitute Rate") by application *mutatis mutandis* of the provisions set out in (i) or (ii) above, as the case may be, and (2) the Rate of Interest originally applicable to such Interest Period shall apply in respect of such Interest Period from and including the first day thereof up to but excluding the business day upon which the Substitute Rate is determined and the Substitute Rate shall apply from and including such day up to but excluding the next Interest Payment Date.

(iv) Interest on the Notes will be calculated on the basis of the actual number of days in the Interest Period concerned divided by 365 or (in the case of an Interest Period ending in a leap year) 366.

(v) In no event shall the Rate of Interest be less than 5½ per cent. per annum.

(vi) The determination of the Rate of Interest by the Agent Bank shall (in the absence of manifest error) be final and binding on all concerned.

(vii) In this paragraph 3, the expression "business day" means a day (not being a Saturday) upon which banks are open for business in London.

(d) *Publication of Rate of Interest*

The Bank shall cause the Rate of Interest for each Interest Period and the sterling amount thus payable on each relative Coupon (rounded if necessary to the nearest penny, one half penny being rounded upwards) and the relative Interest Payment Date, to be published in accordance with paragraph 10 below as soon as possible after its determination but in no event later than the second business day thereafter. The sterling amount and date may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period.

(e) *Determination of Rate of Interest by Trustee*

The Trustee shall, if the Agent Bank does not at any material time for any reason determine the Rate of Interest in accordance with the above provisions, determine the Rate of Interest at such rate as, in its absolute discretion (having such regard as it shall think fit to the procedure described in "Rate of Interest" above, but subject to the maximum Rate of Interest referred to in sub-paragraph (v) thereof), it shall deem fair and reasonable in all the circumstances and such determination shall be deemed to be a determination made by the Agent Bank.

(f) *Reference Banks and Agent Bank*

The Bank will procure that so long as any of the Notes remains outstanding there shall at all times be four Reference Banks and an Agent Bank for the purposes of the Notes. In the event of the appointed office of any such bank being unable or unwilling to continue to act as a Reference Bank or the Agent Bank (as the case may be) or, in the case of the Agent Bank, failing duly to determine the Rate of Interest for any Interest Period, the Bank shall appoint the London office of such other leading bank engaged in the sterling market, as may be approved by the Trustee, to act as such in its place. The Agent Bank may not resign its duties without a successor having been appointed as aforesaid.

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3 JUL 1985

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CARD 1 (See also Card 2)

THIS CARD IS CIRCULATED TO GIVE DETAILS OF AN ISSUE BY CO-OPERATIVE BANK p.l.c. AND SHOULD BE RETAINED FOR REFERENCE PURPOSES

CON-Z 18 Co-operative Bank p.l.c.

COO

- 3 JUL 1985

Incorporated in England under the Companies Acts 1948 to 1980

£75,000,000

SUBORDINATED FLOATING RATE NOTES 2000

The Issue price of the Notes will be 100 per cent. of their principal amount.

Application has been made to the Council of The Stock Exchange of the United Kingdom and the Republic of Ireland ("The Stock Exchange") for the Notes to be admitted to the Official List.

This document comprises listing particulars given in compliance with the Regulations of the Council of The Stock Exchange for the purpose of giving information with regard to Co-operative Bank p.l.c. (the "Bank"), Co-operative Wholesale Society Limited and the Notes. Copies of this document have been delivered to the Registrar of Companies in England and Wales in accordance with such Regulations. The Bank is responsible for the information contained in this document. To the best of the knowledge and belief of the Bank (which has taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Bank accepts responsibility accordingly.

This document does not constitute an offer or an invitation by, or on behalf of, the Bank or by, or on behalf of, Bank of America International Limited, County Bank Limited, Banque Bruxelles Lambert S.A., Banque Nationale de Paris, Banque Paribas, Baring Brothers & Co., Limited, Citicorp Investment Bank Limited, Crédit Lyonnais, Dai-Ichi Kangyo International Limited, Grindlay Brandts Limited, IBJ International Limited, LTCB International Limited, Merrill Lynch International & Co., Samuel Montagu & Co. Limited, Morgan Grenfell & Co. Limited, Morgan Guaranty Ltd, Nomura International Limited, Orion Royal Bank Limited, Saudi International Bank AL-BANK AL-SAUDI AL-ALAMI LIMITED, Swiss Volksbank, London Branch, Licensed Deposit Taker, Takugin International Bank (Europe) S.A. and Westpac Banking Corporation (the "Managers") or any of them to subscribe or purchase any of the Notes.

The distribution of this document and the offering of the Notes in certain jurisdictions may be restricted by law; persons into whose possession this document comes are required by the Bank and the Managers to inform themselves about, and to observe, any such restrictions.

No person has been authorised to give any information or to make any representations, other than those contained in this document, in connection with the issue and sale of the Notes and, if given or made, such information or representations must not be relied upon as having been authorised by the Bank or by the Managers.

In connection with the issue of the Notes, the Managers may over-allot or effect transactions with a view to stabilising or maintaining the market price of the Notes at levels other than those which might otherwise prevail. Such transactions may be effected on The Stock Exchange, in any over-the-counter market or otherwise and, if begun, may be discontinued at any time.

In this document, all references to "£", "pounds" or "sterling" are to the currency of the United Kingdom.

A Temporary Global Note representing the Notes will be deposited with a common depositary for CEDEL S.A. and the Euro-clear System on or about 18th July, 1985. The Temporary Global Note will be exchangeable for definitive Notes not later than 16th October, 1985.

DESCRIPTION OF THE NOTES

The £75,000,000 Subordinated Floating Rate Notes 2000 (the "Notes") will be constituted by a Trust Deed to be dated 18th July, 1985 (the "Trust Deed") between Co-operative Bank p.l.c. (the "Bank") and The Law Debenture Trust Corporation p.l.c. (the "Trustee") as trustee for the holders of the Notes (the "Noteholders"). The issue of the Notes was authorised by resolutions of the Board of Directors of the Bank passed on 18th June, 1985 and of a Committee of such Board of Directors passed on 3rd July, 1985. The statements in this Description of the Notes include summaries of, and are subject to, the detailed provisions of the Trust Deed which will include the form of the Notes and the coupons appertaining thereto (the "Coupons"). Copies of the Trust Deed will be available for inspection at the registered office of the Trustee, being at the date hereof at Estates House, 66 Gracham Street, London EC2V 7HX and at the specified offices of each of the paying agents referred to below. The Noteholders and the holders of the Coupons (the "Couponholders") are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed applicable to them.

1. Form and Denomination

The Notes will initially be represented by a Temporary Global Note which will be exchangeable for definitive Notes in bearer form, serially numbered, in the denominations of £5,000 and £50,000. Title to the Notes will pass by delivery.

2. Status and Subordination

The Notes and Coupons will be unsecured obligations of the Bank and, in the event of the winding up of the Bank, the claims of Noteholders and Couponholders pursuant thereto will be subordinated in right of payment to the claims of depositors and other creditors (other than holders of Subordinated Indebtedness, if any) of the Bank in the manner and to the extent provided in the Trust Deed. "Subordinated Indebtedness" means all indebtedness of the Bank which by its terms is subordinated, in the event of the winding up of the Bank, in right of payment to the claims of depositors and other unsubordinated creditors of the Bank and so that, for the purpose of this definition, indebtedness shall include all liabilities whether actual or contingent, under guarantees or indemnities.

3. Interest

(a) Interest Payment Dates

The Notes will bear interest from and including the Issue Date (which expression means 18th July, 1985 or, if payment to the Bank is deferred as permitted in the Subscription Agreement referred to below, such later date as shall be the date on which payment to the Bank is made) being [illegible] 8th August, 1985 [illegible] Interest Payment Date (which expression [illegible] [illegible] Interest Payment Date [illegible] Interest Payment Date [illegible] [illegible] [illegible]

DESCRIPTION OF THE NOTES

The £75,000,000 Subordinated Floating Rate Notes 2000 (the "Notes") will be constituted by a Trust Deed (as defined) dated 18th July 1985 (the "Trust Deed") between Co-operative Bank p.l.c. (the "Bank") and The Law Debenture Trust Corporation p.l.c. (the "Trustee") as trustee for the holders of the Notes (the "Noteholders"). The issue of the Notes was authorised by resolutions of the Board of Directors of the Bank passed on 18th June 1985 and a committee of the Board passed on 3rd July 1985. The statements in this Description of the Notes include summaries of certain of the detailed provisions of the Trust Deed which will include the form of the Notes and the coupons appertaining thereto (the "Coupons"). Copies of the Trust Deed will be available for inspection at the registered office of the Trustee being at the date hereof at Estates House, 66 Gresham Street, London EC2V 7BX and at the specified offices of the paying agents referred to below. The Noteholders and the holders of the Coupons (the "Couponholders") are entitled to the benefit of, are bound by, and are deemed to have notice of, all the provisions of the Trust Deed applicable to them.

1 Form and Denomination

The Notes will initially be represented by a Temporary Global Note (as defined) without interest coupons attached (the "Temporary Global Note") in bearer form, serially numbered, in the denominations of £1,000 and £50,000. Title to the Notes will pass by delivery.

2 Status and Subordination

The Notes and Coupons will be unsecured obligations of the Bank and in the event of the winding up of the Bank the claims of Noteholders and Couponholders pursuant thereto will be subordinated in right of payment to the claims of depositors and other creditors (other than holders of Subordinated Indebtedness) of any of the Bank in the manner and to the extent provided in the Trust Deed. "Subordinated Indebtedness" means any indebtedness of the Bank which by its terms is subordinated in the event of the winding up of the Bank in right of payment to the claims of depositors and other unsubordinated creditors of the Bank and so that for the purpose of such definition "indebtedness" shall include all liabilities whether actual or contingent under guarantees or indemnities.

3 Interest

(a) Interest Payment Dates

The Notes will bear interest from and including the Issue Date (which expression means 18th July 1985 or if payment to the Bank is deferred as permitted in the Subscription Agreement referred to below, such later date as shall be the date on which payment to the Bank is made, being not later than 6th August, 1985) and such interest will be payable on each date ("Interest Payment Date") which (save as mentioned below) falls three months after the preceding Interest Payment Date or, in the case of the first Interest Payment Date, after the Issue Date. If any Interest Payment Date would otherwise fall on a day which is not a business day (as defined below) it shall be postponed to the next day which is a business day unless it would thereby fall into the next calendar month in which event (i) the Interest Payment Date shall be brought forward to the immediately preceding business day and (ii) after the foregoing (i) shall have been applied, each subsequent Interest Payment Date shall be the last business day of the third month after the month in which the preceding Interest Payment Date shall have fallen. The period beginning on the Issue Date and ending on the first Interest Payment Date and each successive period beginning on an Interest Payment Date and ending on the next succeeding Interest Payment Date is hereinafter called an "Interest Period".

(b) Coupons

Except as hereinafter provided, interest due on or before maturity of the Notes will be paid against presentation and surrender of the Coupons attached to the Notes on issue as they severally mature, in accordance with paragraph 4 below. Interest shall cease to accrue on each Note as from the due date for redemption thereof unless, upon due presentation, payment of principal is improperly withheld or refused, in which case interest shall continue to accrue as provided in the Trust Deed. After such due date any unmatured Coupons relating to such Note (whether or not attached thereto) shall become void and if such due date is not an Interest Payment Date, interest accrued from the immediately preceding Interest Payment Date or the Issue Date, as the case may be, shall be payable only upon presentation of such Note.

(c) Rate of Interest

The rate of interest payable from time to time in respect of the Notes (the "Rate of Interest") will be determined on the basis of the following provisions —

(i) On each Interest Determination Date (namely the Issue Date (in the case of the payment of interest due on the first Interest Payment Date) and thereafter the first business day of the Interest Period for which such rate will apply), Bank of America International Limited or its successor (the "Agent Bank") will request the principal London offices of each of The Chase Manhattan Bank, N.A., Deutsche Bank Aktiengesellschaft, Midland Bank plc and International Westminster Bank PLC, or any duly appointed substitute reference bank (the "Reference Banks") to provide the Agent Bank with its offered quotation to leading banks for sterling deposits in London for the Interest Period concerned as at 11.00 a.m. (London time) on the Interest Determination Date in question. The Rate of Interest for such Interest Period shall, subject as provided below, be ½ per cent. per annum above the arithmetic mean (rounded upwards if necessary to the nearest ⅛ per cent.) of such offered quotations as established by the Agent Bank.

(ii) If on any Interest Determination Date two or three only of the Reference Banks provide such quotations, the Rate of Interest for the next Interest Period shall, subject as provided below, be determined on the basis of the offered quotations of those Reference Banks providing such quotations.

(iii) If on any Interest Determination Date one only or none of the Reference Banks provides such quotations, then the applicable Rate of Interest for the next Interest Period shall, subject to (v) below, be the Rate of Interest in effect on the last day of the immediately preceding Interest Period provided that (1) if at any time during the relevant Interest Period the Agent Bank determines that at least two of the Reference Banks are offering three month deposits in sterling in leading banks in the London interbank market, then the Agent Bank shall determine a new Rate of Interest (the "Substitute Rate") by application *mutatis mutandis* of the provisions set out in (i) or (ii) above, as the case may be, and (2) the Rate of Interest originally applicable to such Interest Period shall apply in respect of such Interest Period from and including the first day thereof up to but excluding the business day upon which the Substitute Rate is determined and the Substitute Rate shall apply from and including such day up to but excluding the next Interest Payment Date.

(iv) Interest on the Notes will be calculated on the basis of the actual number of days in the Interest Period concerned divided by 365 or (in the case of an Interest Period ending in a leap year) 366.

(v) In no event shall the Rate of Interest be less than 5½ per cent. per annum.

(vi) The determination of the Rate of Interest by the Agent Bank shall (in the absence of manifest error) be final and binding on all concerned.

(vii) In this paragraph 3, the expression "business day" means a day (not being a Saturday) upon which banks are open for business in London.

(d) Publication of Rate of Interest

The Bank shall cause the Rate of Interest for each Interest Period and the sterling amount thus payable on each relative Coupon (rounded if necessary to the nearest penny, one half penny being rounded upwards) and the relative Interest Payment Date, to be published in accordance with paragraph 10 below as soon as possible after its determination but in no event later than the second business day thereafter. The sterling amount and date may subsequently be amended (or appropriate alternative arrangements made by way of adjustment) without notice in the event of an extension or shortening of the Interest Period.

(e) Determination of Rate of Interest by Trustee

The Trustee shall, if the Agent Bank does not at any material time for any reason determine the Rate of Interest in accordance with the above provisions, determine the Rate of Interest at such rate as, in its absolute discretion (having such regard as it shall think fit to the procedure described in "Rate of Interest" above, but subject to the minimum Rate of Interest referred to in sub-paragraph (v) thereof), it shall deem fair and reasonable in all the circumstances and such determination shall be deemed to be a determination thereof by the Agent Bank.

(f) Reference Banks and Agent Bank

The Bank will procure that so long as any of the Notes remains outstanding there shall at all times be four Reference Banks and an Agent Bank for the purposes of the Notes. In the event of the appointed office of any such bank being unable or unwilling to continue to act as a Reference Bank or the Agent Bank (as the case may be) or, in the case of the Agent Bank, failing duly to determine the Rate of Interest for any Interest Period, the Bank shall appoint the London office of such other leading bank engaged in the sterling market (as may be approved by the Trustee) to act as such in its place. The Agent Bank may not resign its duties without a successor having been appointed as aforesaid.

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- 3 JUL 1985

4. Payments

Payments in respect of principal and interest will be made against surrender of Notes or, as the case may be, Coupons at any specified office of any of the paying agents. Such payments will be made in sterling at the specified office of the paying agent in London or, at the option of the holder, at any specified office of any paying agent by sterling cheque drawn on or transfer to a sterling account maintained by the payee with a bank in London, subject in all cases to any fiscal or other laws and regulations applicable thereto, but without prejudice to the provisions described in paragraph 6 below. The names of the initial principal and other paying agents and their specified offices are set out at the end of this document.

The Bank reserves the right, subject to the approval of the Trustee, at any time to vary or terminate the appointment of any paying agent and to appoint additional or other paying agents provided that it will at all times maintain a paying agent having a specified office in London and a paying agent having a specified office in a city on the continent of Europe approved by the Trustee. Notice of any such termination or appointment and of any changes in the specified offices of any paying agents will be given to the Noteholders in accordance with paragraph 10 below. Notes should be presented for payment together with all unmatured Coupons.

5. Redemption and Purchase

(a) Unless previously redeemed or purchased and cancelled as provided below, the Bank will redeem the Notes at their principal amount on the Interest Payment Date falling in July 2000.

(b) The Bank may, having given not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable), redeem all the Notes, or some only (being £1,000,000 in principal amount or an integral multiple thereof), on any Interest Payment Date falling in or after July 1990 at their principal amount.

(c) If the Bank satisfies the Trustee immediately prior to the giving of the notice referred to below that, as a result of any change in the laws of the United Kingdom, on the occasion of the next payment due in respect of the Notes, the Bank would be required to pay additional amounts as provided in paragraph 6 below, the Bank may at its option, having given not less than 30 nor more than 60 days' notice to the Noteholders (which notice shall be irrevocable), redeem all the Notes, but not some only, on any Interest Payment Date at their principal amount.

(d) The Bank or any subsidiary of the Bank may (subject as provided below) at any time purchase Notes (provided that all unmatured Coupons appertaining thereto are attached thereto or surrendered therewith) in any manner at prices (exclusive of expenses and accrued interest) not exceeding (i) in the case of a purchase by tender the average of the middle market quotations taken from The Stock Exchange Daily Official List for the ten business days prior to the date of purchase (the "Average Price"), or (ii) in the case of a purchase through The Stock Exchange, the greater of the Average Price and the market price if the latter is not more than 5 per cent. above the Average Price, or (iii) in any other case, 115 per cent. above such middle market quotation on the business day next preceding the date of purchase; provided, however, that the limitations in (i), (ii) and (iii) shall apply only so long as the Notes are listed on The Stock Exchange. If purchases are made by tender, tenders must be available to all Noteholders alike.

(e) In the case of a partial redemption of Notes, Notes to be redeemed will be selected individually by lot in such place as the Trustee may approve and in such manner as the Trustee shall deem to be appropriate and fair, not more than 60 days prior to the date fixed for redemption and a list of Notes called for redemption together with the aggregate principal amount of Notes remaining outstanding after such redemption will be published in accordance with paragraph 10 below not less than 30 days prior to such date.

(f) All Notes which are (i) redeemed or (ii) purchased by or on behalf of the Bank or any subsidiary of the Bank will forthwith be cancelled (with all unmatured Coupons) and accordingly may not be reissued or resold.

(g) References in this paragraph 5 to the purchase of Notes shall not include the purchase of Notes by the Bank or any subsidiary of the Bank in the ordinary course of business carried on by it as a dealer in securities or the purchase of Notes by the Bank or any subsidiary of the Bank other than as a beneficial owner.

6. Taxation

All payments of principal and interest will be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of the United Kingdom, or any authority therein or thereof having power to tax, unless the withholding or deduction of such taxes, duties, assessments or governmental charges is required by law. In that event, the Bank will pay such additional amounts of interest as may be necessary in order that the net amounts received by the holders of the Notes and Coupons after such withholding or deduction shall equal the respective amounts of principal and interest which would have been receivable in respect of the Notes or, as the case may be, Coupons, in the absence of such withholding or deduction, except that no such additional amounts shall be payable with respect to any Note or Coupon presented for payment:

(i) by or on behalf of a holder who is liable to such taxes, duties, assessments or governmental charges in respect of such Note or Coupon by reason of his having some connection with the United Kingdom other than the mere holding of the Note or Coupon; or

(ii) by or on behalf of a holder who would not be liable or subject to such withholding or deduction by making a declaration of non-residence or other similar claim for exemption to the tax authority in the place where the relevant Note or Coupon is presented for payment; or

(iii) more than 30 days after the Relevant Date except to the extent that the holder thereof would have been entitled to additional amounts on presenting the same for payment on the expiry of such period of 30 days.

As used herein the "Relevant Date" means the date on which such payment first becomes due, but if the full amount of the moneys payable has not been received by the principal paying agent or the Trustee on or prior to such date, it means the date on which, the full amount of such moneys having been so received, notice to that effect shall have been duly published in accordance with paragraph 10 below.

Any reference in this Description of the Notes to principal or interest shall be deemed also to refer to any additional amounts which may be payable under this provision or any undertakings given in addition thereto or in substitution therefor pursuant to the Trust Deed.

7. Prescription

Notes and Coupons will become void unless presented for payment within periods of ten years and five years respectively from the Relevant Date (as defined in paragraph 6 above).

8 Events of Default and Enforcement

(a) If default is made in the payment of any principal or interest due on the Notes or any of them on the due date and such default continues in the case of principal for a period of 7 days and in the case of interest for a period of 15 days the Trustee may, at its discretion and without further notice, institute proceedings for the winding-up of the Bank

(b) If, otherwise than for the purposes of reconstruction or amalgamation on terms previously approved in writing by the Trustee, an order is made or an effective resolution is passed for winding-up the Bank, the Trustee may, and if so requested in writing by the holders of at least one-fifth in principal amount of the Notes then outstanding or if so directed by an Extraordinary Resolution of the Noteholders, shall, give notice to the Bank that the Notes are, and they shall accordingly immediately become due and repayable at their principal amount, plus accrued interest (calculated as provided in the Trust Deed)

(c) The Trustee shall not be bound to take any action to institute proceedings for the winding-up of the Bank unless (a) it shall have been so directed by an Extraordinary Resolution of the Noteholders or so requested in writing by the holders of at least one-fifth in principal amount of the Notes outstanding and (b) it shall have been indemnified to its satisfaction

(d) No remedy against the Bank, other than the institution of proceedings by the Trustee for the winding up of the Bank, shall be available to the Trustee or the Noteholders or Couponholders for the recovery of amounts owing thereunder as aforesaid and no Noteholder or Couponholder shall be entitled to institute proceedings for the winding up of the Bank or to prove in such winding up, except that if the Trustee, having become bound so to proceed, fails to do so or fails to prove in such winding up in each case within a reasonable time and such failure shall be continuing, any such holder may, on giving an indemnity satisfactory to the Trustee, in the name of the Trustee (but not otherwise) himself either institute proceedings for the winding up of the Bank or prove in such winding up

9. Replacement of Notes and Coupons

Should any Note or Coupon be lost, stolen, mutilated, defaced or destroyed it may be replaced at the specified office of the principal paying agent upon payment by the claimant of the expenses incurred in connection therewith and on such terms as to evidence and indemnity as the Bank may reasonably require. Mutilated or defaced Notes or Coupons must be surrendered before replacements will be issued

10. Notices

All notices to the Noteholders will be valid if published in a leading London daily newspaper (which is expected to be the *Financial Times*) or such other newspaper with circulation in Europe as the Trustee may approve. Any such notice shall be deemed to have been given on the date of such publication or, if published more than once, on the date of the first such publication.

11. Meetings of Noteholders; Modification; Waiver; Substitution

The Trust Deed contains provisions for convening meetings of Noteholders to consider any matter affecting their interests, including the modification by Extraordinary Resolution of the Terms and Conditions of the Notes or the provisions of the Trust Deed, provided that the provisions relating to subordination and enforcement contained in the Trust Deed shall not be so capable of modification. The quorum at any such meeting for passing an Extraordinary Resolution will be two or more persons holding or representing a clear majority in principal amount of the Notes for the time being outstanding, or at any adjourned meeting two or more persons being or representing Noteholders whatever the principal amount of the Notes so held or represented, except that at any meeting, the business of which includes the modification of certain Terms and Conditions of the Notes and provisions of the Trust Deed, the necessary quorum for passing an Extraordinary Resolution will be two or more persons holding or representing not less than three-quarters, or at any adjourned such meeting not less than a clear majority, of the principal amount of the Notes for the time being outstanding. An Extraordinary Resolution passed at any meeting of Noteholders will be binding on all Noteholders, whether or not they are present at the meeting, and on all Couponholders. The Trustee may agree, without the consent of the Noteholders or Couponholders, to any modification (subject to certain exceptions) of, or to the waiver or authorisation of any breach or proposed breach of, any of the Terms and Conditions of the Notes or any of the provisions of the Trust Deed which is not, in the opinion of the Trustee, materially prejudicial to the interests of the Noteholders. The Trustee may also agree, without the consent of the Noteholders or the Couponholders, to the substitution of a subsidiary of the Bank in place of the Bank as principal debtor under the Trust Deed and the Notes. Such substitution shall be subject to the relevant provisions of the Trust Deed, such amendments thereto and such other conditions as the Trustee may require and to the unconditional and irrevocable guarantee of the Bank on a subordinated basis. In connection with any proposed substitution as aforesaid, the Trustee shall not have regard to the consequences of such substitution for individual Noteholders resulting from their being for any purpose domiciled or resident in, or otherwise connected with, or subject to the jurisdiction of, any particular territory. Any such modification or substitution shall be binding on the Noteholders and the Couponholders and, unless the Trustee agrees otherwise, shall be notified to the Noteholders as soon as practicable thereafter

12. Further Issues

The Bank shall be at liberty from time to time without the consent of the Noteholders or Couponholders to create and issue further notes or bonds either ranking *pari passu* in all respects (or in all respects save for the first payment of interest thereon) and so that the same shall be consolidated and form a single series with the Notes or upon such terms as to interest, conversion, redemption and otherwise as the Bank may at the time of the issue thereof determine. Any further notes or bonds forming a single series with the outstanding notes or bonds of any series (including the Notes) constituted by the Trust Deed or any deed supplemental thereto shall, and any other further notes or bonds may (with the consent of the Trustee), be constituted by a deed supplemental to the Trust Deed. The Trust Deed will contain provisions for convening a single meeting of the Noteholders and the holders of notes or bonds of other series in certain circumstances where the Trustee so decides

13. Indemnification of the Trustee

The Trust Deed will contain provisions for the indemnification of the Trustee and for its relief from responsibility including provisions relieving it from taking proceedings to enforce repayment unless indemnified to its satisfaction

14 Governing Law

The Trust Deed, the Notes and the Coupons will be governed by and will be construed in accordance with English law

Continued on Card 2

No. 990937

The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

Incorporated the 5th day of October, 1970

HERBERT OPPENHEIMER
NATHAN & VANDYK

20 Copthall Avenue,
London, EC2

Reprinted July 1987

COMPANIES REGISTRATION

CERTIFIED
TRUE
COPY

(G. J. MELMOTH)
Secretary

CERTIFICATE OF INCORPORATION

ON RE-REGISTRATION AS A PUBLIC COMPANY

No. 990937

I hereby certify that

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the 21ST MAY 1981

Registrar of Companies

C 455

CERTIFICATE OF INCORPORATION

No.990937

I hereby certify that

CO-OPERATIVE BANK 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 5TH OCTOBER, 1970.

(F. L. KNIGHT)
Assistant Registrar of Companies

Company No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 28th December, 1984)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 28th December, 1984, the following resolution was duly passed as an Ordinary Resolution.

ORDINARY RESOLUTION

THAT the authorised Capital of the Company be increased to £25,000,000 by the creation of 5,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
SECRETARY

a.y No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 29th December, 1982)

an EXTRAORDINARY GENERAL MEETING of the Company held on 29th December, 82, the following resolution was duly passed as an Ordinary Resolution

ORDINARY RESOLUTION

AT the authorised Capital of the Company be increased to £20,000,000 by the eation of 12,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
SECRETARY

7/10/87

CO-OPERATIVE BANK LIMITED

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS HELD ON 3RD MARCH, 1981

COMPANIES ACT 1980: RE-REGISTRATION AS A PUBLIC LIMITED COMPANY

Resolved:

(a) That the company be re-registered as a public limited company in pursuance of the provisions of section 8 of the Companies Act 1980; and

(b) that the Memorandum of Association of the company be altered by: (i) deleting the word "LIMITED" in Clause 1 thereof and inserting the words "PUBLIC LIMITED COMPANY" in its place; (ii) adding as a new Clause to be numbered 2 "The Company is to be a public company": and (iii) re-numbering as Clauses 3 to 6 the existing clauses numbered 2 to 5.

Certified to be a true and correct copy of the resolution

P.J. PAXTON
CHAIRMAN

CO-OPERATIVE BANK LIMITED

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS HELD ON 3RD MARCH, 1981

COMPANIES ACT 1980: RE-REGISTRATION AS A PUBLIC LIMITED COMPANY

Resolved:

(a) That the company be re-registered as a public limited company in pursuance of the provisions of section 8 of the Companies Act 1980; and

(b) that the Memorandum of Association of the company be altered by: (i) deleting the word "LIMITED" in Clause 1 thereof and inserting the words "PUBLIC LIMITED COMPANY" in its place; (ii) adding as a new Clause to be numbered 2 "The Company is to be a public company"; and (iii) re-numbering as Clauses 3 to 6 the existing clauses numbered 2 to 5.

Certified to be a true and correct copy of the resolution

P.J. PAXTON
CHAIRMAN

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 29th day of October, 1979

AT an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held on the 29th day of October, 1979, the following RESOLUTION was duly passed as a Special Resolution -

SPECIAL RESOLUTION

That the Articles of Association be altered by deleting Article numbered 161.

ARTHUR SUGDEN

CHAIRMAN

mpany No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

C O - O P E R A T I V E B A N K L I M I T E D

(Passed 14th May, 1973)

At an EXTRACRDINARY GENERAL MEETING of the Company held 14th May, 1973, the following resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS

1. THAT the capital of the Company be increased to £8,000,000 by the creation of 4,000,000 shares of £1 each ranking in all respects pari passu with the existing Shares in the capital of the company.

2. THAT the sum of £4,000,000 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and that the same be applied in making payment in full at par for 4,000,000 Shares of £1 each in the capital of the Company such Shares to be distributed as fully paid among the persons who are now the registered holders of the Shares in the capital of the Company at the rate of one Share for every one Share of £1 of the Company held by such holders respectively such Shares to rank for dividend as from the 14th day of May, 1973.

A. WILSON
CHAIRMAN

ompany No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

C O - O P E R A T I V E B A N K L I M I T E D

(Passed 9th June, 1971)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 9th June 1971, the following Resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the Capital of the Company be increased to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each, ranking in all respects pari passu with the existing shares in the Capital of the Company

A. WILSON
CHAIRMAN

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

C O - O P E R A T I V E B A N K L I M I T E D

Passed 25th day of January, 1971

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 25th day of January, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting regulation 48 and substituting the following:-

"GENERAL MEETINGS

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

G.E. BRADFIELD
CHAIRMAN

The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

The name of the Company is "CO-OPERATIVE BANK PUBLIC LIMITED COMPANY" and it is hereinafter called "the Bank".

The Company is to be a public company.

The registered office of the Bank will be situate in England.

The objects for which the Bank is established are:-

(1) To carry on in any part of the world the business of banking in all its branches, and to transact and do all matters and things incidental thereto; or which may at any time hereafter, at any place where the Bank shall carry on business, be usually carried on as part of or in connection with, or which may conduce to or be calculated to facilitate or render profitable the transaction of, the business of banking or dealing in money or securities of any kind; and, in particular, and without prejudice to such generality:-

(A) To receive money on loan, deposit, current account or otherwise, with or without security, to obtain the use and control of money and securities and to employ and use the same.

(B) To advance or lend money or give credit with or without security.

(C) To draw, make, accept, endorse, grant, discount, execute, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure obligations, instruments (whether negotiable or transferable or not) and securities of every kind.

(D) To grant, issue, negotiate, honour, retire and pay letters of credit, circular notes, drafts and other instruments and securities of every kind.

(E) To buy, sell and deal in foreign exchange, precious metals, bullion and specie.

7/10/87

(F) To contract for public and private loans and to negotiate and issue the same.

(G) To receive money, securities, documents and valuables on deposit or for safe custody or otherwise.

(H) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.

(I) To guarantee or otherwise accept responsibility for:-
the genuineness and validity of obligations, instruments, deeds and documents of all kinds; and the performance of obligations or contracts of every kind by any person, firm or body corporate, and in particular by the Bank's parent body corporate Co-operative Wholesale Society Limited.

(J) To promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of, participate in, manage or carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture stock of any body corporate and o lend money for the purposes of any such issue.

(K) To receive security for the implementation of any obligations.

(L) To grant indemnities against loss and risks of all kinds.

(2) To carry on financial business and financial operations of all kin , and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the sale of goods, articles or commodities of all and every kind whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise, to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts and to constitute and to act as managers of unit trusts and investment trusts and to issue and transact business in respect of all types of bankers' cards and credit cards and to carry on all kinds of insurance business and generally to act as financiers, capitalists, industrialists, merchants, traders, factors, commission agents, insurance brokers or in any other capacity, and to import, export, buy, sell, barter, exchange, let on hire, pledge, make advances upon or otherwise deal in any property whether tangible or intangible.

(3) To undertake the office of trustee, custodian trustee, managing trustee, administrator, executor, receiver, treasurer, registrar, auditor, manager, director or secretary and to undertake and execute either alone or jointly trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and as nominee holder of property or securities of whatsoever description.

(4) To provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested, whether as shareholder, creditor or otherwise and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any shares, stocks, funds or securities, and to undertake any duties in relation

to the registration of transfers, the issue of certificates, or otherwise.

(5) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.

(6) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Bank or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company or person.

(7) To carry on the businesses of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communications systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of any kind or description, and whether alone or jointly with any other person or company, and to enter into any arrangement for sharing profits, joint adventure or otherwise in relation thereto.

(8) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Bank capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Bank or to enhance the value of or render more profitable any of the Bank's property.

(9) To take or concur in any steps or proceedings (including the undertaking of any obligation, monetary or otherwise) calculated to uphold or support the credit of the Bank, or to obtain, maintain, justify or restore public confidence, or to avert or minimise financial disturbances directly or indirectly affecting or likely to affect the business of the Bank.

(10) To build, erect, construct, maintain, improve, alter, enlarge, pull down, rebuild, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or object of the Bank and to enter into contracts and arrangements of all kinds with builders, tenants and others.

(11) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any business of the Bank, or required by any customers of or persons having dealings with the Bank or which may seem capable of being profitably dealt with in connection with any such business

(12) To acquire, hire, hold, manage, develop, take options over, take on lease or in exchange, dispose of and deal with or otherwise any real or personal property, rights or interests by any means whatsoever.

(13) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Bank is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Bank, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

(14) (i) To acquire, accept and take, hold and sell either in the name of the Bank or in that of any nominee all or any shares, debentures, debenture stock, bonds, notes, obligations and securities of or in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Bank, or such as may be likely to promote or advance the interests of the Bank.
(ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
(iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Bank of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested upon such terms as may be thought fit.
(iv) To carry on the business of banking aforesaid by or through the medium of companies which are subsidiaries of or otherwise under the control (direct or indirect) of the Bank, and to co-ordinate the administration of and provide services and facilities of all kinds for such companies or any of them.

(15) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(16) To apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Bank, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

(17) To improve, exchange, manage, cultivate, develop royalty, turn to account, grant licences, easements or other rights and privileges in respect of or otherwise deal with all or any part of the undertaking, property, assets, rights effects and interests of the Bank.

(18) To invest and deal with the moneys of the Bank in such manner as may from time to time be determined.

(19) To borrow or raise money in such manner as the Bank shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Bank's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Bank or any other person or company of any obligation or liability undertaken by the Bank or any other person or company as the case may be.

(20) To act as agents and to transact all kinds of agency business and to act for and represent and to employ as agents any company or person domiciled or resident at home or abroad.

(21) To vest any real or personal property, rights or interests acquired by or belonging to the Bank in any person or company on behalf or for the benefit of the Bank, and with or without any declared trust in favour of the Bank.

(22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Bank to carry any of its objects into effect or for extending any of the Bank's powers or for effecting any modification of the Bank's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Bank or of its members.

(23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, persons, trade associations or funds that may seem conducive to the Bank's objects, or any of them, and to obtain from any such government, authority, corporation, company, person, trade association or fund, any charters, contracts, decrees, rights, privileges and concessions which the Bank may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(24) To remunerate any person, firm or company rendering or to render services to the Bank, whether by cash payment or by the allotment to him or them of, or grant of options over shares, debentures or other securities of the Bank credited as paid up in full or in part or otherwise.

(25) To pay out of the funds of the Bank all expenses which the Bank may lawfully pay of or incident to the formation and registration of or the raising of money for the Bank or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking,

placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Bank.

(26) To establish, maintain, participate in and contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses, benefits and emoluments to any persons who are or were at any time in the employment or service of the Bank, or any of its predecessors in business or of any company which is a subsidiary of the Bank or is allied to or associated with the Bank or with any such subsidiary, or who may be or have been Directors or officers of the Bank, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, building and housing schemes, funds, trusts and conveniences calculated to be for the benefit of, or to advance the interests and well-being of the Bank or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with others.

(27) To make and enter into arrangements with employees of the Bank for profit sharing upon such terms as may seem expedient.

(28) To procure the Bank to be registered or recognised in any dominion, colony or dependency and in any foreign country or place, and to establish and maintain branches and agencies in any part of the world.

(29) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and/or undertaking any of the liabilities of the Bank, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Bank, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities, of any such company as aforesaid.

(30) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the property, assets or undertaking of the Bank or any interests therein for such consideration as the Bank may think fit and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, government or authority (whether supreme, municipal, local or otherwise).

(31) To distribute among the members of the Bank in kind any property of the Bank (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Bank or of which the Bank may have the power of disposing.

(32) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, sub-contractors, trustees or otherwise, and either alone or in

conjunction with others.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Bank, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

5. The liability of the members is limited.

6. The share capital of the Bank is £25,000,000, divided into 100,000,000 shares of 25 pence each.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Bank in pursuance of this Memorandum of Association, and we respecti ely agree to ta..e the number of shares in the capital of the Bank set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by e^ch Subscriber
G.V. TEW, 20 Copthall Avenue, London, E.C.2, Solicitor.	One
P.S.O. ROBERTS 20 Copthall Avenue, London, E.C.2, Solicitor.	One

Dated this 17th day of September, 1970.

Witness to the above Signatures -
T.P. LEE
20 Copthall Avenue
London, E.C.2,
Solicitor.

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

PRELIMINARY.

Table A not to apply

1. The regulations in Table A in the First Schedule to the Companies Act 1943 shall not apply to the Company.

Interpretation

2. In these Articles, if not inconsistent with the subject or context (1) words importing the singular number include the plural and vice versa; (2) words importing the masculine gender include the feminine gender; and (3) the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS	MEANINGS
The Act	The Companies Acts 1948 to 1967 and every statutory modification or re-enactment thereof for the time being in force.
These Articles	These Articles of Association as herein contained or as from time to time altered.
Secretary	The Secretary of the Company and (subject to the provisions of the Act) any assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.
Office	The registered office for the time being of the Company.
Seal .. .	The common seal of the Company.
The United Kingdom	Great Britain and Northern Ireland.
Paid Up . .	Paid up or credited as paid up.

WORDS	MEANINGS
In writing	Written, or produced by any substitute for writing, or partly one and partly another.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

BUSINESS.

3. The Company is formed for the purpose of acquiring from Co-operative Wholesale Society Limited ("CWS") by means of Parliamentary powers the banking business conducted for many years by CWS as a separate department of CWS.

CAPITAL.

Share capital

4. The share capital of the Company is £25,000,000, divided into 100,000,000 shares of 25 pence each.

Rights attached to shares

5. Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided for by the next following Article) any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution direct, or failing such direction (but in the case of unclassified shares only) as the Directors shall determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed subject to the provisions of the Act, on such terms and in such manner as may be provided by these Articles.

VARIATION OF RIGHTS.

How special Share rights may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class, but not otherwise. To every

such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

7. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares but shall not (unless otherwise expressly provided by these Articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in some or all respects pari passu therewith or subsequent thereto.

Creati issue furthe shares

SHARES

8. Subject to the provisions of these Articles relating to new shares all unissued shares in the capital of the Company shall be at thedisposal of the Directors who may (subject to the of provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons at such times and on such terms (including the fixing of the date as from which the said shares shall rank for dividend) as they think proper, but so that no shares shall be issued at a discount, except in accordance with the provisions of the Act.

Shares dispos of Direct

9 In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally; provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Power pay commis

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

Exclus of equ

CERTIFICATES

Right to receive Certificate

11. (A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such fee (if any) not exceeding 1s. for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within one month after allotment or the lodgement with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall be under the Seal and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to register more than four persons as the joint holders of any share or shares and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefore, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Where a member transfers part of the shares comprised in his holding he shall be entitled to a certificate for the balance of his holding without charge.

Signature on certificates

(B) Any share certificate and any certificate for debentures of the Company which has been approved for sealing by the Directors or a committee of the Directors need not (save to the extent that the terms and conditions for the time being relating to any debentures of the Company otherwise require) be signed or counter-signed by any person. Subject as aforesaid any such certificate may, if the Directors so determine, bear signatures affixed by some mechanical system or process or the names of the Company's issuing agents.

Replacement of share certificates

12. If a share certificate be defaced, worn out, lost or destroyed, it may be renewed on payment of such fee (if any) not exceeding 1s., and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit, and (in case of defacement or wearing out) on delivery up of the old certificate.

CALLS ON SHARES.

Power to make calls

13. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, 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 each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares.

Provisions relating to calls

14. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly

and severally liable to pay all calls in respect thereof.

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent per annum or at such lower rate as the Directors may agree to accept, but the Directors shall be at liberty to waive payment of such interest wholly or in part. — Interest on calls

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

17. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment. — Power to differentiate

18. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and any such payment in advance of calls shall extinguish, so far as the same shall extend but subject as in these Articles provided, the liability upon the shares in respect of which it is advanced; and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which it has been received, the Company may pay interest at such rate as the member paying such sum and the Directors agree. — Payment in advance of calls

FORFEITURE, SURRENDER AND LIEN.

19. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) 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 at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited. — Notice to comply with call

20. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the — Power to forfeit or accept surrender

forfeiture. The Directors may accept a surrender of any shares liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

21. A share so forfeited or surrendered may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if they think fit, authorise some person to transfer a forfeited or surrendered share to any other person as aforesaid.

Effect on member

22. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall not withstanding such forfeiture or surrender remain liable to pay to the Company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent. per annum from the date of forfeiture or surrender until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

Lien

23. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and not-withstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

Sale of shares subject to lien

24. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Disposal of proceeds of sale

25. The net proceeds of such sale, after payment of the costs thereof, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same 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) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Title to shares surrendered, forfeited or sold

26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the factstherein stated as against all persons claiming to be entitled to the share.Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES.

Form of transfer

27 All transfers of shares shall be effected by transfer in writing in the usual common form or in any such other form as the Directors may approve, and need not be under seal.

Signing of transfers

28. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.

Power to refuse registration (1)

29. The Directors may, in their absolute discretion, and without assigning any reason therefor, refuse to register any transfer of shares.

Power to refuse registration (2)

30. The Directors may also decline to recognise any instrument of transfer, unless -

(A) the instrument of transfer duly stamped is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of registration

31. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of registration

32. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

No fee for registration

33. No fee will be charged by the Company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, notice in lieu of distringas or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register of members affecting the title to any shares.

Retention of transfers

34. All instruments of transfer which shall be registered may be retained by the Company, but any instrument of transfer which the Directors refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

Renunciation of allotments

35. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

TRANSMISSION OF SHARES.

Transmission on death

36. In the case of the death of a member the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him.

Election of successor

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.

Procedure on election

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share in favour of that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member.

Rights of unregistered successors

39. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (upon supplying to the Company such evidence as the Directors may reasonably require as to his title to the share) be entitled to receive and may give a

discharge for all benefits arising or accruing on or in respect of the share, but he shall not be entitled in respect of that share to receive notices of or to attend or vote at meetings of the Company nor, save as aforesaid, to any of the rights or privileges of a member, until he shall have become a member in respect of the share; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if within sixty days the notice is not complied with such person shall (but only in the case of a share which is fully paid up) be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly.

STOCK.

Power to convert into stock

40. The Company may by Ordinary Resolution convert any paid up shares into stock, and re-convert any stock into paid up shares of any denomination. If and whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall ipso facto be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid-up shares shall apply to stock.

INCREASE OF CAPITAL.

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in

proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons and on such terms as they think proper, but so that no share shall be issued at a discount, save in accordance with the provisions of the Act.

Form of new capital

46. All new shares shall (unless the Company shall by resolution otherwise determine) be subject to the provisions of these Articles with reference to payment of calls, forfeiture, surrender, lien, transfer, transmission and otherwise, and unless otherwise provided by or pursuant to these Articles or by the conditions of issue the new shares shall upon issue be Ordinary Shares.

ALTERATION OF CAPITAL.

47. The Company may by Ordinary Resolution -

Power to consolidate shares

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; whenever as a result of any consolidation of shares any member would become entitled to a fraction of a share, the Directors may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Directors may authorise some person to transfer the shares representing the fractions to the purchaser thereof whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale;

Power to cancel shares

(B) 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 share capital by the amount of the shares so cancelled;

Power to sub-divide shares

(C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association(subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares;

and may by Special Resolution

(D) reduce its share capital and any capital redemption reserve fund and any share premium account in any manner subject to the provisions of the Act.

Power to reduce capital

GENERAL MEETINGS.

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

Annual and Extraordinary General Meetings

(As substituted by Special Resolution on 25th January 1971)

49. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

Requisitioned meetings

NOTICE OF GENERAL MEETINGS.

50. An Annual General Meeting and a General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and all other General Meetings shall be called by fourteen days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, to the Directors (including the alternate Directors), and to the Auditors for the time being of the Company; provided that a General Meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

Notice (normal)

Notice (short)

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; 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 a right to attend and vote at the meeting.

51. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

Content of notice

Duty to inform members on requisition

52. It shall be the duty of the Company, subject to the provisions of the Act, on the requisition in writing of such number of members as is specified in the Act and (unless the Company otherwise resolves) at the expense of the requisitionists, (A) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and (B) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Omission of notice

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

Form of business at meetings

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the declaration of dividends, the consideration of the accounts and of the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the appointment or re-appointment of Directors in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors or of the manner in which such remuneration is to be fixed.

Special notice

55. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Act permits) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.

Quorum

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided two members present in person and entitled to vote at the meeting shall be a quorum for all purposes.

Adjournment on lack of quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of meeting

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by

agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such deputy chairman nor such other Director be present within five mirutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all the Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least, specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded -

(A) by the Chairman; or

(B) by not less than five members having the right to vote at the meeting; or

(C) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(D) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of General Meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded favour of or against such resolution.

Proxy's right to demand poll

61. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding

Article a demand by a person as proxy for a member shall be the same as a demand by the member.

62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting. — Incorrect computation of votes

63. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or forms), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll. — Method of taking poll

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded. — Taking of Poll

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote. — Casting vote of Chairman

66. 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 has been demanded. — Other business

67. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately. — Withdrawal of poll demand

VOTES OF MEMBERS

68. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every £1 in nominal amount of ordinary capital of which he is the holder. — Voting rights

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 of members in respect of the share. — Votes in respect of joint holdings

70. A member suffering from mental disorder in respect of whom an order has been made or a direction or authority given — Votes of mentally

disordered members

by a court of competent jurisdiction may vote, whether on a show hands or on a poll, by his receiver, curator or other person appointed by such court, and such receiver, curator or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

No right to vote when call is unpaid

71. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Objections

72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Votes on a a poll

73. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Proxy need not be a member

74 Any person (whether a member or not) may be appointed to act as a proxy.

Form of proxy

75. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointor or by his attorney duly authorised in writing, or if the appointor is a corporation shall be either under its common seal or under the hand of an officer or attorney of the corporation. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney. An instrument of proxy need not be witnessed.

Deposit of proxy

76. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in the notice calling the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, not less that 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 and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Incidents affecting validity of proxy

78. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any meeting of any class of members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the meeting or any other person or persons. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the invitations are issued at the Company's expense they shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

Circulation of proxy forms

CORPORATIONS ACTING BY REPRESENTATIVES

79. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and such corporation shall, for the purposes of these Articles, be deemed to be present in person at such meeting if a person so authorised is present thereat.

Representatives

DIRECTORS

80. Subject as hereinafter provided, the Directors shall be not less than six in number but the Company may by Ordinary Resolution from time to time vary the minimum number and may also fix and from time to time vary a maximum number of Directors. The first Directors shall be the persons who shall be appointed in writing either before or after the incorporation of the Company by the subscribers to the Memorandum of Association or a majority of them.

Number of Directors

81. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

No share qualification required

82. The Directors shall be entitled to remuneration at such rates as the Company by Ordinary Resolution may from time to time determine provided that, unless otherwise agreed by the

Remuneration of Directors

Directors, no such remuneration shall be payable under this Article to a Director for the time being employed by or holding executive office with the Company, or by or with the Company's parent body corporate CWS, or by or with any company which would be a subsidiary of CWS (other than the Company) according to the definition contained in section 154 of the Companies Act 1948, were CWS a company. The Company by Ordinary Resolution may also vote extra remuneration to the Directors, which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company, or in attending and returning from meetings of the Directors or of committees of the Directors or General Meetings.

Additional remuneration

83. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Alternate Directors

84. Each Director (other than an alternate Director) may at any time appoint another Director or (subject to the approval of a majority of the Directors for the time being) any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to any requisite approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making such appointment or removal and sent to or left at the Office.

Remuneration of alternate Directors

85. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the latter's remuneration as shall be agreed between them.

Offices of profit

86. A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

Directors' contracts

87. No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the Company either with regard to his tenure of any other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors' interests in associated companies

88. Any Director, including an alternate Director, may continue to be or become a director or other officer or member of or otherwise interested in any other company promoted by the Company or any subsidiary thereof or in which the Company or any subsidiary thereof may be interested, as a member or otherwise, or in which the Company or any subsidiary thereof has decided not to take any shareholding or other interest whatsoever, and no such Director shall be accountable for any remuneration or other benefits whatsoever received by him as a director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of such other company, in such manner in all respects as they think fit (including, but without limitation, the exercise thereof in favour of any resolution appointing them ..lves or any of them directors or other officer: of such company, or voting or providing for the payment of remuneration or any other benefits whatsoever to the directors or other officers of such company), and any Director of the Company may vote in favour of the exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

Declaration of interest

89. Without prejudice to the requirements of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of Directors. In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he became so interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Directors held after the Director becomes so interested. In

a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Directors held after he is so appointed. For the purposes of this Article a general notice given to the Directors by any Director to the effect that he is a member of any 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 the company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

Directors' interests in relation to quorum (1)

90. A Director, including an alternate Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or body corporate or unincorporate or whereat the terms of any such appointment are arranged, varied or abrogated, and he may vote on any such appointment, arrangement, variation or abrogation other than his own appointment or the arrangement, variation or abrogation of the terms thereof.

Directors' interest in relation to quorum (2)

91. Subject to the last preceding Article a Director, including an alternate Director, shall not as a Director vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor, save as herein provided, shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to -

(A) any contract or arrangement giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or of any subsidiary of the Company; or

(B) any contract or arrangement giving any security or guarantee to a third party in respect of a debt or obligation of the Company or of any subsidiary of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or

(C) any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities or rights of the Company, or of any other company which the Company may promote or be interested in; or

(D) any contract or dealing with any other body corporate in which the Director is interested only in any one or more of the capacities of officer, creditor, employee, or holder of shares, debentures or other securities or rights of that other body corporate; or

(E) any matter referring to any existing or proposed pension, superannuation, life assurance or insurance fund, scheme or arrangement of which or in which a Director may be or be about to become a member, or have or be about to have any other interest;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in any particular case or class of cases, by Ordinary Resolution of the Company.

Power to run pension schemes

92. The Directors may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such personsas aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase such shares, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance, benefit or emolument.

Power to subscribe for charitable and other objects

BORROWING POWERS

Power to borrow and secure borrowings

93. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital, and 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.

CENERAL POWERS OF DIRECTORS

General power to run business

94. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

Power to delegate locally

95. The Directors may establish any local 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 such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys

96. The Directors may from time to time, and at any time, by power of attorney under the Seal, appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to establish branch register

97. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside the United Kingdom, the Channel Islands or the Isle of Man (and, if the Act shall so permit, in any other country, territory or area) in which the Company transacts business, a branch register or registers of members resident therein, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

98. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may

delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

Delegation of power to make calls as part of security

99. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

Negotiable instruments

DIRECTORS HOLDING EXECUTIVE OFFICE

100.The Directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (whether as Chairman, Deputy Chairman, Vice-Chairman. Managing Director, Joint or Deputy or Assistant Managing Director or otherwise) as they think fit. A Director so appointed shall not, whilst holding any such office, be subject to retirement by rotation or be taken into account in determining the retirement by rotation of Directors, but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he shall vacate the office of Director or (subject as aforesaid) if the Directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall ipso facto determine.

Directors holding executive office

101.A Director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the Directors may determine.

Executive emoluments

102.The Directors may entrust to and confer upon any Director appointed to any such office any of the powers exercisable by them as Directors, other than the power to make calls or forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Grant of powers to Directors

RETIREMENT OF DIRECTORS

103.Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person

Contiru-ation in office of Directors over seventy

proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or

appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director.

Vacation of office

104.The office of a Director shall be vacated in any of the following events, namely:-

(A) if (but in the case of a Director holding any executive office subject to the terms of any contract between him and the Company) he resigns his office by notice in writing under his hand sent to or left at the office;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(C) if he becomes of unsound mind;

(D) if he is absent from meetings of the Directors for six successive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated;

(E) if he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provisions of the Act;

(F) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that in the case of a Director holding an executive office subject to termination if he cease to be a Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

ROTATION OF DIRECTORS

Retirement by rotation

105.Subject to the provisions of these Articles, at the first Annual General Meeting and at the Annual General Meeting in every subsequent year one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office; provided always that if in any year the number or Directors who are subject retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall be only one Director who is subject to retirement by rotation, that Director shall retire. A Director retiring at a meeting as

aforesaid shall retain office until the conclusion of that meeting.

Ascertainment of Directors to retire

106.Subject to the provisions of the Act and of these Articles, the Directors to retire in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re election. Any further Directors so to retire shall be those who have been longest in office since their last appointment or re appointment but as between persons who became or were last re appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject as aforesaid, a retiring Director shall be eligible for re-appointment

Filling of office vacated by rotation

107 The Company at the meeting at which a Director retires in manner aforesaid may fill up the vacated office by appointing a person thereto, and in default the retiring Director, if willing, to act, shall be deemed to have been re-appointed. unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost.

Eligible Directors

108.No person other than a Director retiring at the meeting shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of a Director at any General meeting unless, not less than seven nor more than forty-eight days before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

Method of appointment

109.At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment.

Company's powers to alter numbers and determine rotation

110.The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to retire from office.

Power to appoint additional Directors

111.The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting, and

shall be eligible for re-appointment at that meeting. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Power to remove Directors

112.Without prejudice to the provisions of the Act the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

PROCEEDINGS OF DIRECTORS

Board Meetings

113.The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proxy votes at Board Meetings

114.A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting, and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, telex, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with the Secretary for filing.

Quorum at Board meetings

115.The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum, but so that not less than two individuals shall constitute the quorum. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being excercisable by the Directors.

Minimum number

116.The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of

summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Board

117.The Directors may, from their number, from time to time elect and remove a Chairman and, if thought fit, one or more Deputy Chairmen and/or Vice-Chairmen and determine the period for which they are to hold office. The Chairman, or in his absence the Deputy Chairman (to be chosen, if there be more than one, by agreement amongst themselves or, failing agreement, by lot), or in the absence of any Deputy Chairman the Vice-Chairman (to be chosen, if there be more than one, as aforesaid), shall preside at all meetings of the Directors, but if no such Chairman, Deputy Chairman or Vice-Chairman be elected, or if at any meeting the Chairman and no Deputy Chairman or Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Written Board resolution

118.A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors; and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

Committees

119.The Directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations imposed by the Directors under this Article.

Defects in appointment

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

EXECUTIVE AND OTHER DIRECTORS

Appointment of Non-Board Directors

121.The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant,

ral, advisory director or otherwise) as the Directors may
ermine and may define, limit, vary and restrict the powers,
thorities and discretions of persons so appointed and may fix
d determine their remuneration and duties, and subject to any
ntract between him and the Company may remove from such post
y person so appointed. A person so appointed shall not
a Director of the Company for any of the purposes of these
ticles or of the Act, and accordingly shall not be a member
the Board of Directors or of any committee thereof, nor
all he be entitled to be present at any meeting of the Board
Directors or of any such committee, except at the request of
e Board of Directors or of such committee, and if present at
ch request he shall not be entitled to vote thereat.

MINUTES AND BOOKS

Minutes and books

2. The Directors shall cause minutes to be made -

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of Directors and of any committee of Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Any such minutes if purporting to be signed by the Chairman the meeting at which the proceedings took place, or by the airman of the next following meeting, shall be evidence of e proceedings.

Looseleaf books

3. Subject as required by law any register, index, minute ok, book of account or other book required by these Articles by law to be kept by or on behalf of the Company may be pt either by making entries in bound books or by recording em in any other manner. In any case in which bound books e not used, the Directors shall take adequate precautions r guarding against falsification and for facilitating its scovery.

SECRETARY

Secretary

4. The Secretary shall be appointed by the Directors on ch terms and for such period as they may think fit. Any cretary so appointed may at any time be removed from fice by the Directors, but without prejudice to any claim damages for breach of any contract of service between and the Company.

Absence of Secretary

5. Anything by the Act required or authorised to be done or to the Secretary may, if the office is vacant or there for any other reason no Secretary capable of acting, be e by or to any assistant or deputy Secretary or if there no assistant or deputy Secretary, or if there is no assistant deputy Secretary capable of acting, by or to any officer of Company authorised generally or specially in that behalf

by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

Seal

126. The Directors shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority of a resolution of the Directors or of a committee of the Directors authorised in that behalf by the Directors. The Directors may from time to time make such regulations as they see fit (subject to the provisions of these Articles in relation to share certificates and debenture certificates) determing the persons and the number of such persons who shall sign every instrument to which the Seal is affixed and until otherwise so determined (and subject as aforesaid) every such instrument shall be signed by one Director and shall be countersigned by the Secretary or by a second Director.

Foreign seal

127. The Company may have an official seal for use abroad under the provisions of the Act where and as the Directors shall determine, and the Company may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

AUTHENTICATION OF DOCUMENTS

Authentication

128. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS

Power to apply profits

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

No dividend shall be payable except out of the profits of the Company, and no dividend shall exceed the amount recommended by the Directors. — Limits on dividend

31. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof 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. 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, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, such share shall rank for dividend accordingly. — Quantification of dividend

32. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment. Provided that Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference or any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights. — Interim dividends

33. Subject to the provisions of the Act or as otherwise required by law, where any asset, business or property is bought by the Company as from a past date, whether such date be before or after the incorporation of the Company, the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof. — Pre-acquisition profits

34. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company. — Deduction from dividend

35. The Directors may retain the dividends payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in — Retention of dividends

respect of such shares or shall transfer the same.

136 All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely. — Unclaimed dividends

137. Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto and in the case of joint holders to any one of such joint holders or to such person and such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby. — Method of paying dividends

138. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share. — Joint holders

139. A General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment of such dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures or other securities or rights of any other company, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates or any part thereof and otherwise as they think fit. — Dividends paid in specie

RESERVES

140. The Directors may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be — Reserves

employed in the business of the Company or be invested in such investments (other than shares of the Company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

DISTRIBUTION OF CAPITAL GAINS

Capital gains

141. Notwithstanding anything in any other of these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretion of capital assets shall be divided among the members in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

CAPITALISATION

Capitalisation of reserves

142. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company standing to the credit of profit and loss account or otherwise available for distribution (not being required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits) or any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends, and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that the share premium account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to members as fully paid.

Procedure on capitalisation

143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, or to make provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively,

credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

Books of account

144.The Directors shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

Accounts

145.The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.

Auditors' report

146.The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Act.

Right to receive accounts

147.A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed to the accounts) shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or of these Articles; provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Whenever quotation on any Stock Exchange in the United Kingdom for all or any of the shares or debentures of the Company shall for the time being be in force, there shall be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Accuracy of accounts

148.Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive except as regards an error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

AUDITORS

Auditors

149.Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Periodic accounts

150.Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by an Auditor or Auditors.

Rights of Auditors

151.The Auditor or Auditors shall be entitled to attend any General Meeting and to receive notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

NOTICES

How notice is given

152.Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

Members without UK addresses

153.Any member described in the register of members by an address not within the United Kingdom who shall from time to time give 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 such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company.

Assumption that notice received

154.Any member present, either in person or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

Successors bound

155.Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which previously to his name and address being entered on the register of members shall have been duly given to a person from whom he derives his title to such shares.

Advertisement

156.Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant

to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London.

Timing of notices

Method of posting

157.Save as otherwise provided by the Act or by these Articles, any notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter, envelope, card or cover containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, card or cover containing the notice or document was properly addressed and duly posted. A notice to be given by advertisement shall be deemed to have been served on the day which the advertisement appears.

Dead or bankrupt members

158 Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles, shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP

Powers on winding up

159.If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY

Indemnity

160.Subject to the provisions of the Act, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G.V. TEW,
20 Copthall Avenue,
London, E.C.2,
Solicitor.

P.S.O. ROBERTS
20 Copthall Avenue,
London, E.C.2,
Solicitor.

Dated this 17th day of September, 1970.

Witness to the above Signatures -
T.P. LEE
20 Copthall Avenue
London, E.C.2,
Solicitor.

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TO

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1633z

COMPANIES FORM No. 122

Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares

122

Please do not write in this margin

Pursuant to section 122 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number 990937

Name of company

*Insert full name of company

* CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

gives notice that:

On 14th July, 1987, the 25,000,000 shares of £1 each in the capital of the Company were sub-divided into 100,000,000 shares of 25p each.

†Delete as appropriate

Signed [Director][~~Secretary~~]† Date 30th July '87

Presentor's name, address and reference (if any):

M.A. LEES,
Secretariat General Office,
CWS Limited,
PO Box 53,
New Century House,
MANCHESTER M60 4ES

For official use
General Section

Post room

No. 990937

The Companies Act 1985

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

Incorporated the 5th day of October, 1970

HERBERT OPPENHEIMER
NATHAN & VANDYK

20 Copthall Avenue,
London, EC2

Reprinted November 1987

REGISTRATION
NOV 1987
22

1733z

Secretary

CERTIFICATE OF INCORPORATION

ON RE-REGISTRATION AS A PUBLIC COMPANY

No. 990937

I hereby certify that

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the 21ST MAY 1981

Registrar of Companies

3128

CERTIFICATE OF INCORPORATION

No.990937

I hereby certify that

CO-OPERATIVE BANK 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 5TH OCTOBER, 1970.

(F. L. KNIGHT)
Assistant Registrar of Companies

Company No. 990937

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 3rd November, 1987)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 3rd November, 1987, the following Resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the authorised capital be increased to £30,000,000 by the creation of twenty million Ordinary Shares of 25p each, ranking in all respects pari passu with the existing shares of the Company

G.J. MELMOTH
SECRETARY

Company No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 14th July, 1987)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 14th July, 1987, the following resolution was duly passed as an Ordinary Resolution.

ORDINARY RESOLUTION

THAT the 25,000,000 shares of £1 each in the Capital of the Company be sub-divided into 100,000,000 shares of 25p each.

G.J. MELMOTH
SECRETARY

Company No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 29th December, 1982)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 29th D
1982, the following resolution was duly passed as an Ordinary Resolutic

ORDINARY RESOLUTION

THAT the authorised Capital of the Company be increased to £20,000,0C
creation of 12,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
SECRETARY

pany No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 28th December, 1984)

an EXTRAORDINARY GENERAL MEETING of the Company held on 28th December, 84, the following resolution was duly passed as an Ordinary Resolution.

ORDINARY RESOLUTION

AT the authorised Capital of the Company be increased to £25,000,000 by the eation of 5,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
SECRETARY

CO-OPERATIVE BANK LIMITED

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS HELD ON 3RD MARCH, 1981

COMPANIES ACT 1980: RE-REGISTRATION AS A PUBLIC LIMITED COMPANY

Resolved:

(a) That the company be re-registered as a public limited company in pursuance of the provisions of section 8 of the Companies Act 1980; and

(b) that the Memorandum of Association of the company be altered by: (i) deleting the word "LIMITED" in Clause 1 thereof and inserting the words "PUBLIC LIMITED COMPANY" in its place; (ii) adding as a new Clause to be numbered 2 "The Company is to be a public company"; and (iii) re-numbering as Clauses 3 to 6 the existing clauses numbered 2 to 5.

Certified to be a true and correct copy of the resolution

P.J. PAXTON
CHAIRMAN

CO-OPERATIVE BANK LIMITED

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS HELD ON 3RD MARCH, 1981

COMPANIES ACT 1980: RE-REGISTRATION AS A PUBLIC LIMITED COMPANY

Resolved:

(a) That the company be re-registered as a public limited company in pursuance of the provisions of section 8 of the Companies Act 1980; and

(b) that the Memorandum of Association of the company be altered by: (i) deleting the word "LIMITED" in Clause 1 thereof and inserting the words "PUBLIC LIMITED COMPANY" in its place; (ii) adding as a new Clause to be numbered 2 "The Company is to be a public company"; and (iii) re-numbering as Clauses 3 to 6 the existing clauses numbered 2 to 5.

Certified to be a true and correct copy of the resolution

P.J. PAXTON
CHAIRMAN

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

OF

CO-OPERATIVE BANK LIMITED

Passed 29th day of October, 1979

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 29th day of October, 1979, the following RESOLUTION was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

That the Articles of Association be altered by deleting Article numbered 161.

ARTHUR SUGDEN

CHAIRMAN

Company No. 99093

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

C O - O P E R A T I V E B A N K L I M I T E D

(Passed 14th May, 1973)

At an EXTRAORDINARY GENERAL MEETING of the Company held 14th May, 1973, the following resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS

1. THAT the capital of the Company be increased to £8,000,000 by the creation of 4,000,000 shares of £1 each ranking in all respects pari passu with the existing Shares in the capital of the company.

2. THAT the sum of £4,000,000 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and that the same be applied in making payment in full at par for 4,000,000 Shares of £1 each in the capital of the Company such Shares to be distributed as fully paid among the persons who are now the registered holders of the Shares in the capital of the Company at the rate of one Share for every one Share of £1 of the Company held by such holders respectively such Shares to rank for dividend as from the 14th day of May, 1973.

A. WILSON
CHAIRMAN

Company No. 990937

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

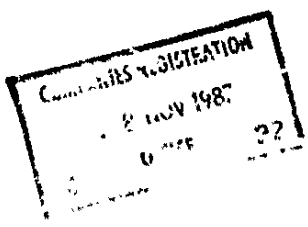
(Passed 3rd November, 1987)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 3rd November, 1987, the following Resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the authorised capital be increased to £30,000,000 by the creation of twenty million Ordinary Shares of 25p each, ranking in all respects pari passu with the existing shares of the Company

G.J. MELMOTH
SECRETARY



COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number 990937

Name of company

* CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

* insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 3rd November, 1987 the nominal capital of the company has been increased by £ 5,000,000 beyond the registered capital of £ 25,000,000.

§ the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.§

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

The new shares to rank in all respects pari passu with the existing shares of the company.

Please tick here if continued overleaf ☐

† delete as appropriate

Signed [Director][Secretary]† Date 18th December, 1987

Presentor's name address and reference (if any):

Mrs. M.A. Lees,
Secretariat General Office,
CWS Limited,
PO Box 53,
New Century House,
MANCHESTER

For official Use

General Section

Post room

COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number 990937

Please complete legibly, preferably in black type, or bold block lettering

Name of company

* Co. OPERATING BANK PUBLIC LIMITED COMPANY

* insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 31st May 1989 the nominal capital of the company has been increased by £ 35,000,000 beyond the registered capital of £ 70,000,000.

§ the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.§

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

The conditions attaching to the 35,000,000 9.25 per cent. Non-Cumulative Preference Shares of £1 each in the capital of the Company are as set out in the attached Special Resolution.

Please tick here if continued overleaf

‡ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed [signature] Designation‡ DIRECTOR Date 30.6.89

Presentor's name address and reference (if any):

Clifford Chance
Royex House,
Aldermanbury Square,
London EC2V 7LD.

For official Use
General Section

Post room

COMPANIES HOUSE 11 JUL 1989 MAIL

No 990937

THE COMPANIES ACT 1985

Company limited by Shares

SPECIAL RESOLUTION

of

CO-OPERATIVE BANK PLC

At an Extraordinary General Meeting of the Company held at 1 Balloon Street, Manchester M60 4EP on Wednesday, the 31st May, 1989 the following resolution was duly passed as a Special Resolution:

That:

(A) the authorised share capital of the Bank be increased from £70,000,000 to £105,000,000 by the creation of 35,000,000 9.25 per cent. Non-Cumulative Irredeemable Preference Shares of £1 each in the capital of the Company, having the rights, restrictions and privileges set out in the Articles of Association of the Company as altered by this Resolution;

(B) the Directors be and they are generally and unconditionally authorised to allot relevant securities (and to make any offer or enter into any agreement which would or might require relevant securities to be allotted) within the terms of the following restrictions and provisions:

(i) this authorisation shall (unless previously revoked or varied) expire on 1st June, 1994 save that it shall extend to the allotment thereafter of relevant securities pursuant to an offer duly made or agreement duly entered into prior to such expiry date;

(ii) this authorisation shall be limited (a) to the allotment of relevant securities up to an aggregate nominal amount of £20,000,000 pursuant to the proposed Placing referred to in the Listing Particulars dated 31st May, 1989 and (b) to the allotment on one or more occasions and at any time of such further amount or amounts (not exceeding £15,000,000 in aggregate nominal amount) of relevant securities as may fall to be allotted under Article 4(B)(b) of the Articles of Association (as amended hereby);

and, for the purposes of this Resolution, words and expressions defined in, or for the purposes of, Part IV of the Companies Act 1985 shall bear the same meaning herein;

(C) each of the Ordinary Shares of 25p each in the capital of the Company be and is hereby sub-divided into five Ordinary Shares of 5p each;

(D) the Articles of Association of the Company be altered by deleting Article 4 and substituting therefor the following new Article:

"4. (A) The Share Capital of the Company is £105,000,000 divided into 40,000,000 8.48 per cent. Cumulative Redeemable Preference Shares 2013 of £1 each (the "First Preference Shares"), 35,000,000 9.25 per cent. Non-Cumulative Irredeemable Preference Shares of £1 each (the "Second Preference Shares") and 600,000,000 Ordinary Shares of 5p each (the "Ordinary Shares").

(B) The Preference Shares

(a) Dividends

(aa) (i) The First Preference Shares carry the right to a first fixed, cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 8.48 per cent. per annum exclusive of any associated tax credit. Subject thereto, the Second Preference Shares carry the right to a fixed, non-cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 9.25 per cent. per annum, exclusive of any associated tax credit. Such dividends shall be payable half-yearly on 31st May and 30th November in each year. The first dividend payment on the First Preference Shares will be payable on 30th November 1988 and will amount to 3.491p per share. The first dividend payment on the Second Preference Shares will be payable on 30th November, 1989 and will amount to 4.625p per share.

(ii) Such dividends shall be payable out of the profits of the Company available for distribution and resolved to be distributed. The holders of the First Preference Shares shall be entitled to payment of such dividend in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company. The holders of the Second Preference Shares shall be entitled to payment of such dividend in priority to any payment of dividend to the holders of any other class of shares (other than the First Preference Shares) in the capital of the Company. Payments of preferential dividend shall be made to holders on the register at a date selected by the Company up to 42 days prior to the relevant fixed dividend date.

(iii) If, on any date on which an instalment of the dividend in respect of the Second Preference Shares would fall to be paid, the distributable profits and reserves of the Company are insufficient to enable payment in full to be made thereof, then no such instalments shall be paid. If it shall subsequently appear that any instalment of dividend in respect of the Second Preference Shares which has been paid should not, in accordance herewith, have been so paid, then provided the Directors shall have acted in good faith, they shall not incur any liability for any loss which any shareholder may suffer in consequence of such payment having been made

(iv) Where any instalment of the dividend in respect of the Second Preference Shares payable in terms of the foregoing provisions of this paragraph, the Directors shall resolve to make payment of such instalment, provided however that such instalment shall not be payable if in the judgement of the Directors the payment of such instalment would breach or cause a breach of the Bank of England's capital adequacy requirements from time to time applicable to the Company.

(bb) (i) The provisions of this sub-paragraph shall apply where any instalment of the dividend in respect of the Second Preference Shares is, for the reasons specified in sub-paragraph (aa) (iii) or sub-paragraph (aa) (iv) above, not to be payable and the amount (if any) standing to the credit of the profit and loss account, reserves, share premium account or capital redemption reserve fund of the Company are sufficient to enable the allotments of additional preference stock referred to in the further provisions of this sub-paragraph to be made in full

(ii) Each holder of Second Preference Shares shall, on the date for payment of the preference dividend had such instalment been paid in cash, be allotted, credited as fully paid, such additional nominal amount of further Second Preference Shares as is equal to an amount determined by multiplying the cash amount of the preference dividend that would have been payable to him, had such instalment been payable in cash, by four-thirds and rounding the resulting sum down to the nearest integral multiple of £1. The rights of a holder of Second Preference Shares under this sub-paragraph (bb) shall nevertheless be subject to the rights attaching to the First Preference Shares if and so long as any of the same are in issue. A holder of Second Preference Shares receiving an allotment of additional Second Preference Shares in terms of this sub-paragraph shall not be entitled to receive any part of the preference dividend.

(iii) For the purpose of paying up Second Preference Shares to be allotted on any occasion pursuant to this sub-paragraph, the Directors shall capitalise out of the sums standing to the credit of the Company's share premium account or capital redemption reserve fund and (with the consent of the holders of the First Preference Shares) the Company's profit and loss account and distributable reserves available for the purpose, as the Directors may determine, a sum equal to the aggregate nominal amount of the additional Preference Shares then to be allotted and apply the same in paying up in full the appropriate amount of unissued Second Preference Shares.

(iv) The additional Second Preference Shares so allotted shall rank *pari passu* in all respects with the fully paid Second Preference Shares then in issue save only as regards participation in the preference dividend payable by reference to any dividend payment date prior to their allotment.

(v) The Directors may undertake and do such acts and things as they may consider necessary or expedient for the purpose of giving effect to the provisions of this paragraph.

(b) Capital

On a return of capital on a winding-up or other return of capital (other than on redemption of any class of redeemable share capital), the assets of the Company shall be applied in priority to any payments to the holders of any other class of shares in the capital of the Company in repaying to the holders of:

(a) firstly, the First Preference Shares a sum equal to all arrears and accruals (if any) of the fixed preferential dividend on the First Preference Shares, whether or not such dividend has been earned or declared, calculated down to the date of such return of capital plus a sum per share equal to the greater of (1) the capital paid up or credited as paid up thereon and (2) a sum equal to the average of the mean of the daily quotations for the First Preference Shares in the Daily Official List of The Stock Exchange during the three months immediately preceding the date of the notice convening the meeting to consider the resolution to approve the winding-up or other return of capital after first deducting from the relevant daily mean an amount equal to all arrears and accruals of the fixed preferential dividend (if any) on the First Preference Shares up to that day, whether or not earned or declared; and

(b) secondly, the Second Preference Shares a sum equal to (A) the greater of (1) the capital paid up or credited as paid up on the Second Preference Shares and (2) a sum equal to the average of the middle market price of the daily quotations for the Second Preference Shares in the Daily Official List of The Stock Exchange during the three months immediately preceding the date of the notice convening the meeting to consider the resolution to approve the winding-up or other return of capital and (B) the amount that would have been properly payable by way of dividend within sub-paragraph (aa) (i) above calculated at the annual rate thereof and multiplied by a fraction of which the numerator is the actual number of days elapsed on and from whichever of 1st June or [illegible] number shall have last occurred up to and including the date of the commencement [illegible] winding up or other return of capital and of which the denominator is 365 or, in a leap year, 366.

(c) Voting and General Meetings

(i) The holders of the First Preference Shares and the holders of the Second Preference Shares shall be entitled to receive notice of and to attend (either in person or by proxy) all General Meetings of the Company. The holders of the First Preference Shares and the holders of the Second Preference Shares shall have the right to speak and vote at a General Meeting of the Company only if and when, at the date of the notice convening such meeting, the fixed preferential dividend payable to them respectively has been in arrears for six months or more

after any date fixed for payment thereof, or if a resolution is to be proposed at such meeting abrogating or varying any of the respective rights or privileges attaching to their shareholding or for the winding-up of the Company and then on such resolution only

(ii) Whenever the holders of the First Preference Shares and, as the case may be, the holders of the Second Preference Shares are entitled to vote at a General Meeting of the Company upon any resolution proposed at such meeting, on a show of hands every holder who (being an individual) is present in person or (being a corporation) is present by a representative or by proxy shall have one vote and on a poll, shall have one vote in respect of each First Preference Share and, as the case may be, each Second Preference Share, registered in the name of such holder.

(d) Redemption

(i) The Company shall redeem on 31st May, 2013 all of the First Preference Shares outstanding on that date. In such case, there shall be paid on each First Preference Share so redeemed the capital paid up or credited as paid up thereon, together with all arrears and accruals (if any) of the fixed preferential dividend, whether or not such dividend has been earned or declared, calculated down to and including the date of redemption.

(ii) The fixed preferential dividend payable on the First Preference Shares shall cease to accrue from the date of redemption, except on any First Preference Shares in respect of which, upon due presentation of the certificates relating thereto, payment of the sum due shall improperly be refused.

(iii) The receipt of the registered holder for the time being of any First Preference Shares or, in the case of joint registered holders, the receipt of any of them for the sum payable on redemption shall constitute an absolute discharge to the Company in respect thereof.

(iv) Upon the redemption of any First Preference Shares, the Directors may convert and sub-divide the authorised share capital created as a consequence of such redemption into shares of any other class of share capital authorised at that time of a like nominal amount (as nearly as may be) as the shares of such class or into unclassified shares of the same nominal amount as the First Preference Shares.

(e) Purchase

Subject to the Articles of Association and provided that the fixed preferential dividend in respect of the First Preference Shares shall have been paid in cash in full up to and including the last half-yearly date fixed for payment, the Company may redeem at any time by purchase of any of the First Preference Shares, (i) in the market or (ii) by tender to all holders of First Preference Shares alike or (iii) by private treaty, in each case at a price exclusive of all costs of purchase which, if the First Preference Shares are then listed on The Stock Exchange, shall not exceed the average of the middle market quotations therefor (derived from The Stock Exchange Daily Official List) during the period of ten business days immediately prior to the date of such purchase or, in the case of a purchase on The Stock Exchange, at the market price thereof provided that such market price is not more than five per cent. above such average and, if not then so listed, shall not exceed 110 per cent. of the nominal amount of a First Preference Share, but not otherwise, and upon such other terms and conditions as it may deem fit. All First Preference Shares so purchased shall be redeemed.

(f) Modification of Rights

The rights attaching to the First Preference Shares and to the Second Preference Shares shall be deemed to be varied by, and accordingly the consent of the holders of three-fourths of the First Preference Shares or, as the case may be, of the Second Preference Shares, who are present in person or by proxy, shall be required in accordance with Article 6 of the Articles of Association of the Company for:

(i) the issue by the Company of any share capital or the grant by the Company of any rights to subscribe for or to convert shares or other securities into share capital ranking in priority to or *pari passu* with the First Preference Shares or, as the case may be, the Second Preference Shares as regards participation in the profits or assets of the Company or being capable of being redeemed whilst any of the First Preference Shares or, as the case may be, the Second Preference Shares are in issue or the variation of the rights of any class of shares so as to fall within the foregoing;

(ii) the reduction or repayment of all or any part of the capital paid up on any shares in the capital of the Company for the time being in issue (other than a repayment in the course of a winding-up of the Company and other than the redemption or purchase of the First Preference Shares) including share premium account and capital redemption reserve fund or the acquisition by the Company or any of its subsidiaries of any share capital of the Company;

(iii) the application by way of capitalisation of any profits or reserves of the Company of any sum in or towards paying up any share capital (whether issued or unissued) or purchasing or redeeming any debenture or debenture stock (whether secured or unsecured) except (in the case of the First Preference Shares and the Second Preference Shares) for the application by

way of capitalisation of any sum standing to the credit of the share premium account or capital redemption reserve fund in the payment of unissued shares to be allotted to members of the Company as fully paid bonus shares or (in the case of the Second Preference Shares and subject to the rights of the holders of the First Preference Shares) unless after such capitalisation the aggregate of the sums standing to the credit of the profit and loss account and to the credit of the Bank's reserves available for distribution would be a sum less than five times the aggregate amount of the annual preferential dividend (exclusive of any associated tax credit) payable on the Second Preference Shares;

Provided nevertheless that the conversion of the First Preference Shares into the same class of shares as, and ranking *pari passu* with, the Second Preference Shares shall be deemed not to be a variation, alteration or abrogation of the rights, privileges, limitations or restrictions attached to the Second Preference Shares."

DIRECTOR

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No. 1909437

THE COMPANIES ACT 1985

Company limited by Shares

SPECIAL RESOLUTION

of

CO-OPERATIVE BANK PLC

At an Extraordinary General Meeting of the Company held at 1 Balloon Street, Manchester M60 4E on Friday the 23rd June 1989 the following resolution was duly passed as a Special Resolution:

That

(A) each of the 40,000,000 8.48 per cent. Cumulative Redeemable Preference Shares 20[illegible] of £1 each in the capital of the Company be and is hereby converted into 9.25 per cent. Non-Cumulative Irredeemable Preference Shares of £1 each as from 31st May 1989, having the rights, restrictions and privileges set out in the Articles of Association of the Company as altered by this Resolution and so as to rank pari passu and form a single class of share capital with each of the existing 20,000,000 9.25 per cent. Non-Cumulative Irredeemable Preference Shares of £1 each in the capital of the Company;

(B) the Articles of Association of the Company be altered by deleting Article 4 and substituting therefor the following new Article:

"4 (A) The Share Capital of the Company is £105,000,000 divided into 75,000,000 9.25 per cent. Non-Cumulative Irredeemable Preference Shares of £1 each (the "Preference Shares") and 600,000,000 Ordinary Shares of 5p each (the "Ordinary Shares").

(B) The Preference Shares

(a) Dividends

(aa) (i) The Preference Shares carry the right to a fixed non-cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 9.25 per cent. per annum, exclusive of any associated tax credit. Such dividends shall be payable half-yearly on 31st May and 30th November in each year.

(ii) Such dividends shall be payable out of the profits of the Company available for distribution and resolved to be distributed. The holders of the Preference Shares shall be entitled to payment of such dividend in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company. Payments of preferential dividend shall be made to holders on the register at a date selected by the Company up to 42 days prior to the relevant fixed dividend date.

(iii) If on any date on which an instalment of the dividend in respect of the Preference Shares would fall to be paid the distributable profits and reserves of the Company are insufficient to enable payment in full to be made thereof, then no such instalments shall be paid. If it shall subsequently appear that any instalment of dividend in respect of the Preference Shares which has been paid should not, in accordance herewith, have been so paid, then provided the Directors shall have acted in good faith they shall not incur any liability for any loss which any shareholder may suffer in consequence of such payment having been made.

(iv) Where any instalment of the dividend in respect of the Preference Shares is payable in terms of the foregoing provisions of this paragraph, the Directors shall resolve to make payment of such instalment, provided however that such instalment shall not be payable if in the judgement of the Directors the payment of such instalment would breach or cause a breach of the Bank of England's capital adequacy requirements from time to time applicable to the Company.

(bb) (i) The provisions of this sub-paragraph shall apply where any instalment of the dividend in respect of the Preference Shares is, for the reasons specified in sub-paragraph (aa)(iv) of this sub-paragraph (a) above, not to be payable and the amount (if any) standing to the credit of the profit and loss account, reserves, share premium account or capital redemption reserve fund of the Company are sufficient to enable the allotments of additional preference stock referred to in the further provisions of this sub-paragraph to be made in full.

[illegible]

[illegible]

THE COMPANIES ACT 1985

Company limited by Shares

EXTRAORDINARY RESOLUTION

of

a separate meeting of the holders of the 8.48 per cent Cumulative Redeemable Preference Shares 2013

of

CO-OPERATIVE BANK PLC

At a separate meeting of the holders of the 8.48 per cent Cumulative Redeemable Preference Shares 2013 of the Company held at [illegible] on [illegible] the following Resolution was duly passed as an EXTRAORDINARY RESOLUTION

THAT this Meeting, pursuant to the provisions of Article 4(a) of the Articles of Association of the Company hereby approves every variation, abrogation, modification or amendment of the special rights attached to the 8.48 per cent Cumulative Redeemable Preference Shares 2013 of £1 each in the capital of the Company involved in or proposed to be effected by the passing of the Special Resolution of the Resolutions set out in the notice convening an Extraordinary General Meeting of the Company for Friday 23rd June 1989 (a copy of which notice has been laid before this Meeting and initialled by the Chairman thereof for the purposes of identification) and declares that if the said Resolution shall be passed as aforesaid the same shall be binding on all the holders of the 8.48 per cent Cumulative Redeemable Preference Shares 2013 of £1 each

No 99093

THE COMPANIES ACT 1985

Company limited by Shares

SPECIAL RESOLUTION

of

CO-OPERATIVE BANK PLC

At an Extraordinary General Meeting of the Company held at 1 Balloon Street, Manchester M60 4EP on Wednesday the 31st May 1989 the following resolution was duly passed as a Special Resolution

That

(A) the authorised share capital of the Bank be increased from £70,000,000 to £105,000,000 by the creation of 35,000,000 9.25 per cent Non-Cumulative Irredeemable Preference Shares of £1 each in the capital of the Company having the rights, restrictions and privileges set out in the Articles of Association of the Company as altered by this Resolution

(B) the Directors be and they are generally and unconditionally authorised to allot relevant securities (and to make any offer or enter into any agreement which would or might require relevant securities to be allotted) within the terms of the following restrictions and provisions

(i) this authorisation shall (unless previously revoked or varied) expire on 1st June, 1994 save that it shall extend to the allotment hereafter of relevant securities pursuant to an offer duly made or agreement duly entered into prior to such expiry date,

(ii) this authorisation shall be limited (a) to the allotment of relevant securities up to an aggregate nominal amount of £20,000,000 pursuant to the proposed Placing referred to in the Listing Particulars dated 31st May, 1989 and (b) to the allotment on one or more occasions and at any time of such further amount or amounts (not exceeding £15,000,000 in aggregate nominal amount) of relevant securities as may fall to be allotted under Article 4(B)(b) of the Articles of Association (as amended hereby),

and, for the purposes of this Resolution, words and expressions defined in, or for the purposes of, Part IV of the Companies Act 1985 shall bear the same meaning herein,

(C) each of the Ordinary Shares of 25p each in the capital of the Company be and is hereby sub-divided into five Ordinary Shares of 5p each,

(D) the Articles of Association of the Company be altered by deleting Article 4 and substituting therefor the following new Article

"4 (A) The Share Capital of the Company is £105,000,000 divided into 40,000,000 8.48 per cent Cumulative Redeemable Preference Shares 2013 of £1 each (the "First Preference Shares"), 35,000,000 9.25 per cent Non-Cumulative Irredeemable Preference Shares of £1 each (the "Second Preference Shares") and 600,000,000 Ordinary Shares of 5p each (the "Ordinary Shares")

(B) The Preference Shares

(a) Dividends

(aa) (i) The First Preference Shares carry the right to a first fixed, cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 8.48 per cent per annum exclusive of any associated tax credit. Subject thereto, the Second Preference Shares carry the right to a fixed, non-cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 9.25 per cent per annum exclusive of any associated tax credit. Such dividends shall be payable half-yearly on 31st May and 30th November in each year. The first dividend payment on the First Preference Shares will be payable on 30th November 1989 and will amount to 3.49p per share. The first dividend payment on the Second Preference Shares will be payable on 30th November 1989 and will amount to 4.625p per share.

(ii) Such dividends shall be payable out of the profits of the Company available for distribution and resolved to be distributed. The holders of the First Preference Shares shall be entitled to payment of such dividend in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company. The holders of the Second Preference Shares shall be entitled to payment of such dividend in priority to any payment of dividend to the holders of any other class of shares (other than the First Preference Shares) in the capital of the Company. Payments of preferential dividend shall be made to holders on the register at a date selected by the Company up to 42 days prior to the relevant fixed dividend date.

(iii) If on any date on which an instalment of the dividend in respect of the Second Preference Shares would fall to be paid, the distributable profits and reserves of the Company are insufficient to enable payment in full to be made thereof, then no such instalments shall be paid. If it shall subsequently appear that any instalment of dividend in respect of the Second Preference Shares which has been paid should not, in accordance herewith, have been so paid, then provided the Directors shall have acted in good faith, they shall not incur any liability for any loss which any shareholder may suffer in consequence of such payment having been made

after any date fixed for payment thereof or if a resolution is to be proposed at such meeting abrogating or varying any of the respective rights or privileges attaching to the First Preference Shares or for the winding up of the Company and then on such resolution only.

(c) Whenever the holders of the First Preference Shares and as the case may be the holders of the Second Preference Shares are entitled to vote at a General Meeting of the Company upon any resolution proposed at such meeting on a show of hands every holder who being an individual is present in person or being a corporation is present by a representative or by proxy shall have one vote and on a poll shall have one vote in respect of each First Preference Share and as the case may be each Second Preference Share registered in the name of such holder.

(5) Redemption

(a) The Company shall redeem on 31st May 2013 all of the First Preference Shares outstanding on that date in such case there shall be paid on each First Preference Share so redeemed the capital paid up or credited as paid up thereon together with all arrears and accruals of any of the fixed preferential dividend whether or not such dividend has been earned or declared calculated down to and including the date of redemption.

(b) The fixed preferential dividend payable on the First Preference Shares shall cease to accrue from the date of redemption except on any First Preference Shares in respect of which upon due presentation of the certificates relating thereto payment of the sum payable shall improperly be refused.

(c) The receipt of the registered holder for the time being of any First Preference Shares or in the case of joint registered holders the receipt of any of them for the sum payable on redemption shall constitute an absolute discharge to the Company in respect thereof.

(d) Upon the redemption of any First Preference Shares, the Directors may convert and subdivide the authorised share capital created as a consequence of such redemption into shares of any other class of share capital authorised at that time of a like nominal amount as nearly as may be as the shares of such class or into unclassified shares of the same nominal amount as the First Preference Shares.

(6) Purchase

Subject to the Articles of Association and provided that the fixed preferential dividend in respect of the First Preference Shares shall have been paid in cash in full up to and including the last half yearly date fixed for payment the Company may redeem at any time by purchase of any of the First Preference Shares on in the market or (ii) by tender to all holders of First Preference Shares alike or (iii) by private treaty in each case at a price exclusive of all costs of purchase which, if the First Preference Shares are then listed on The Stock Exchange, shall not exceed the average of the middle market quotations thereof derived from The Stock Exchange Daily Official List during the period of ten business days immediately prior to the date of such purchase or in the case of a purchase on The Stock Exchange at the market price thereof provided that such market price is not more than five per cent above such average and, if not then so listed, shall not exceed 110 per cent of the nominal amount of a First Preference Share but not otherwise and upon such other terms and conditions as it may deem fit. All First Preference Shares so purchased shall be redeemed.

(7) Modification of Rights

The rights attaching to the First Preference Shares and to the Second Preference Shares shall be deemed to be varied by and accordingly the consent of the holders of three-fourths of the First Preference Shares or as the case may be of the Second Preference Shares who are present in person or by proxy shall be required in accordance with Article 6 of the Articles of Association of the Company for:

(a) the issue by the Company of any share capital or the grant by the Company of any rights to subscribe for or to convert shares or other securities into share capital ranking in priority to *pari passu* with the First Preference Shares or as the case may be, the Second Preference Shares as regards participation in the profits or assets of the Company or being capable of being redeemed whilst any of the First Preference Shares or, as the case may be, the Second Preference Shares are in issue or the variation of the rights of any class of shares so as to fall within the foregoing;

(b) the reduction or repayment of all or any part of the capital paid up on the shares in the capital of the Company for the time being in issue other than a repayment in the course of a winding up of the Company and other than the redemption or purchase of the First Preference Shares out of the share premium account and capital redemption reserve fund or the acquisition by the Company or any of its subsidiaries of any share capital of the Company;

(c) the application by way of capitalisation of any profits or reserves of the Company or any sum standing to the credit of its share capital (whether issued or unissued) or the payment of redeemable debenture or debenture stock (whether secured or unsecured) except in the case of the First Preference Shares and the Second Preference Shares) for the application by

(v) Where any instalment of the dividend in respect of the Second Preference Shares is payable in terms of the foregoing provisions of this paragraph the Directors shall resolve to make payment of such instalment provided however that such instalment shall not be payable if in the judgement of the Directors the payment of such instalment would breach or cause a breach of the Bank of England's capital adequacy requirements from time to time applicable to the Company

(bb) (i) The provisions of this sub paragraph shall apply where any instalment of the dividend in respect of the Second Preference Shares is for the reasons specified in sub paragraph (aa) (iv) or sub paragraph (aa) (v) above not to be payable and the amount of any standing to the credit of the profit and loss account, reserves, share premium account or capital redemption reserve fund of the Company are sufficient to enable the allotments of additional preference stock referred to in the further provisions of this sub-paragraph to be made in full

(ii) Each holder of Second Preference Shares shall on the date for payment of the preference dividend had such instalment been paid in cash be allotted, credited as fully paid such additional nominal amount of further Second Preference Shares as is equal to an amount determined by multiplying the cash amount of the preference dividend that would have been payable to him had such instalment been payable in cash, by four thirds and rounding the resulting sum down to the nearest integral multiple of £1 The rights of a holder of Second Preference Shares under this sub-paragraph (bb) shall nevertheless be subject to the rights attaching to the First Preference Shares if and so long as any of the same are in issue A holder of Second Preference Shares receiving an allotment of additional Second Preference Shares in terms of this sub-paragraph shall not be entitled to receive any part of the preference dividend

(iii) For the purpose of paying up Second Preference Shares to be allotted on any occasion pursuant to this sub paragraph, the Directors shall capitalise out of the sums standing to the credit of the Company s share premium account or capital redemption reserve fund and (with the consent of the holders of the First Preference Shares) the Company s profit and loss account and distributable reserves available for the purpose, as the Directors may determine, a sum equal to the aggregate nominal amount of the additional Preference Shares then to be allotted and apply the same in paying up in full the appropriate amount of unissued Second Preference Shares

(iv) The additional Second Preference Shares so allotted shall rank *pari passu* in all respects with the fully paid Second Preference Shares then in issue save only as regards participation in the preference dividend payable by reference to any dividend payment date prior to their allotment

(v) The Directors may undertake and do such acts and things as they may consider necessary or expedient for the purpose of giving effect to the provisions of this paragraph

(cc) Capital

On a return of capital on a winding up or other return of capital (other than on redemption of any class of redeemable share capital) the assets of the Company shall be applied in priority to any payments to the holders of any other class of shares in the capital of the Company in repaying to the holders of

(aa) firstly, the First Preference Shares a sum equal to all arrears and accruals (if any) of the fixed preferential dividend on the First Preference Shares, whether or not such dividend has been earned or declared (calculated down to the date of such return of capital) plus a sum per share equal to the greater of (1) the capital paid up or credited as paid up thereon and (2) a sum equal to the average of the mean of the daily quotations for the First Preference Shares in the Daily Official List of The Stock Exchange during the three months immediately preceding the date of the notice convening the meeting to consider the resolution to approve the winding-up or other return of capital after first deducting from the relevant daily mean an amount equal to all arrears and accruals of the fixed preferential dividend (if any) on the First Preference Shares up to that day, whether or not earned or declared, and

(bb) secondly the Second Preference Shares a sum equal to (A) the greater of (1) the capital paid up or credited as paid up on the Second Preference Shares and (2) a sum equal to the average of the middle market price of the daily quotations for the Second Preference Shares in the Daily Official List of The Stock Exchange during the three months immediately preceding the date of the notice convening the meeting to consider the resolution to approve the winding up or other return of capital and (B) the amount that would have been properly payable by way of dividend within sub paragraph (aa) (iv) above calculated at the annual rate thereof and multiplied by a fraction of which the numerator is the actual number of days elapsed on a 31 March (whichever of 31 March or 31 December shall have last occurred) up to and including the date of the commencement of such winding up or other return of capital and of which the denominator is 365 or, in a leap year, 366

(dd) Voting and General Meetings

The holders of the First Preference Shares and the holders of the Second Preference Shares shall be entitled to receive notice of and to attend (either in person or by proxy) all General Meetings of the Company The holders of the First Preference Shares and the holders of the Second Preference Shares shall have the right to speak and vote at a General Meeting of the Company only if and when at the date of the notice convening such meeting, the fixed preferential dividend payable to them respectively has been in arrears for six months or more

way of capitalisation of any sum standing to the credit of the Capital Redemption Reserve Fund or any amount standing to the credit of the Share Premium Account or any capitalisation of profits or any sum standing to the credit of the Profit and Loss Account or to the credit of the Bank's General Reserves available for distribution and which is not required for the payment or provision of the annual preferential dividend (including any premium payable on the redemption of the Preference Shares).

PROVIDED NEVERTHELESS THAT the conversion of the First Preference Shares into the Company's Ordinary Shares and Deferred Shares with the Second Preference Shares shall be deemed not to be a variation, alteration or abrogation of the rights, privileges, limitations or restrictions attached to the Second Preference Shares.

Company No. 990937

The Companies Act 1985

Company Limited By Shares

SPECIAL RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY
(passed 2nd August, 1988)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 2nd August, 1988 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the Company's Articles of Association be amended:

i) by deleting from Article 11A the words " and shall be under the seal";

ii) by deleting Article 11B and inserting in substitution the following:

(B) "The provisions of Article 126 concerning the sealing of certificates shall be complied with whenever share certificates are issued."

iii) by deleting article 126 and inserting in substitution the following new article:

" (A) The Directors shall provide for the safe custody of the Seal and the Seal shall not be affixed to any instrument, except by the general or special authority of a resolution of the Directors, or of a Committee of the Directors authorised in that behalf. The Directors may from time to time make such regulations as they think fit (subject to the provisions of these Articles) determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed. Until otherwise so determined, every such instrument shall be signed by a Director and countersigned by the Secretary or another Director, and in favour of any purchaser or person bona fide dealing with the Company, the signatures of such persons shall be conclusive evidence of the fact that the Seal has been properly affixed.

(B) Every certificate of shares, debentures, debenture stock or representing any other form of security of the Company (other than letters of allotment, receipts for securities or certificates of deposit) shall be issued under the Seal or under any official seal kept by the Company pursuant to Section 40 of the Act.

(C) Each certificate to which the seal shall be affixed shall bear the autographic signatures of at least one Director and the Secretary or other person acting in the place of the Secretary, provided that the Directors may by resolution determine (either generally or in any particular case or cases) that such signatures shall be dispensed with, or shall be affixed by means of some method or system of mechanical signature.

(D) Each certificate to which such official seal as is referred to in paragraph (B) of this Article shall be affixed need not bear any signatures."

G J Melmoth
SECRETARY

Company No. 990937

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CO-OPERATIVE BANK plc

AT an Extraordinary General Meeting of the Company held at 78/80 Cornhill, London EC3V 3NJ on Wednesday, 27th April 1988, the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That:

(A) the authorised share capital of the Bank be increased from £30,000,000 to £70,000,000 by the creation of 40,000,000 8.48 per cent. Cumulative Redeemable Preference Shares 2013 of £1 each in the capital of the Company, having the rights, restrictions and privileges set out in the Articles of Association of the Company as altered by this Resolution;

(B) the Directors be and they are generally and unconditionally authorised to allot relevant securities (and to make any offer or agreement which would or might require relevant securities to be allotted) within the terms of the following restrictions and provisions:

(i) this authorisation shall (unless previously revoked or varied) expire on 30th June 1988 save that it shall extend to the allotment thereafter of relevant securities pursuant to an offer or agreement duly made prior to such expiry; and

(ii) this authorisation shall be limited to the allotment of relevant securities up to an aggregate nominal amount of £40,000,000 pursuant to the proposed Placing referred to in the Listing Particulars dated 27th April 1988;

and, for the purposes of this Resolution, words and expressions defined in, or for the purposes of, Part IV of the Companies Act 1985 shall bear the same meaning herein;

(C) the Articles of Association of the Company be altered as follows:

(1) By deleting Article 4 and substituting therefor the following new Article:

"4.(A) The Share Capital of the Company is £70,000,000 divided into 40,000,000 Cumulative Redeemable Preference Shares of £1 each (the "Preference Shares") and 120,000,000 Ordinary Shares of 25p each (the "Ordinary Shares").

(B) The Preference Shares

(i) Dividends

The Preference Shares carry the right to a fixed cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 8.48 per cent. per annum exclusive of any associated tax credit. Such dividend shall be payable half-yearly on 31st May and 30th November in each year. The first dividend payment will be payable on 30th November 1988 and will amount to 3.491p per share.

Such dividend shall be payable out of the profits of the Company available for distribution and resolved to be distributed. The holders of the Preference Shares shall be entitled to payment of such dividend in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company. Payments of preferential dividends shall be made to holders on the register at a date selected by the Company up to 42 days prior to the relevant fixed dividend date.

(ii) Capital

On a return of capital on a winding-up or other return of capital (other than on redemption), the assets of the Company shall be applied in priority to any payments to the holders of any other class of shares in the capital of the Company in repaying to the holders of the Preference Shares a sum equal to all arrears and accruals (if any) of the fixed preferential dividend whether or not

such dividend has been earned or declared, calculated down to the date of such return of capital plus a sum per share equal to the greater of (a) the capital paid up or credited as paid up thereon and (b) a sum equal to the average of the means of the daily quotations for the Preference Shares in the Daily Official list of The Stock Exchange during the three months immediately preceding the date of the notice convening the meeting to consider the resolution to approve the winding-up or other return of capital after first deducting from the relevant daily mean an amount equal to all arrears and accruals of the fixed preferential dividend (if any) up to that day, whether or not earned or declared.

(iii) Voting and General Meetings

(a) The holders of the Preference Shares shall be entitled to receive notice of and to attend (either in person or by proxy) all General Meetings of the Company. They shall have the right to speak and vote at a General Meeting of the Company only if and when, at the date of the notice convening such meeting, the fixed preferential dividend payable on the Preference Shares has been in arrears for six months or more after any date fixed for payment thereof, or if a resolution is to be proposed at such meeting abrogating or varying any of the rights or privileges attaching to the Preference Shares or for the winding-up of the Company and then on such resolution only.

(b) Whenever holders of the Preference Shares are entitled to vote at a General Meeting of the Company upon any resolution proposed at such meeting, on a show of hands every holder who (being an individual) is present in person or (being a corporation) is present by a representative or by proxy shall have one vote and on a poll shall have one vote in respect of each Preference Share, whether fully paid or not, registered in the name of such holder.

(iv) Redemption

(a) The Company shall redeem on 31st May, 2013 all of the Preference Shares

outstanding on that date. In such case, there shall be paid on each Preference Share so redeemed the capital paid up or credited as paid up thereon, together with all arrears and accruals (if any) of the fixed preferential dividend, whether or not such dividend has been earned or declared, calculated down to and including the date of redemption.

(b) The fixed preferential dividend payable on the Preference Shares shall cease to accrue from the date of redemption, except on any Preference Shares in respect of which, upon due presentation of the certificates relating thereto, payment of the sum due shall improperly be refused.

(c) The receipt of the registered holder for the time being of any Preference Shares or, in the case of joint registered holders, the receipt of any of them for the sum payable on redemption shall constitute an absolute discharge to the Company in respect thereof.

(d) Upon the redemption of any Preference Shares, the Directors may convert and sub-divide the authorised share capital created as a consequence of such redemption into shares of any other class of share capital authorised at that time of a like nominal amount (as nearly as may be) as the shares of such class or into unclassified shares of the same nominal amount as the Preference Shares.

(v) Purchase

Subject to the Articles of Association and provided that the fixed preferential dividend shall have been paid in full up to and including the last half-yearly date fixed for payment, the Company may redeem at any time by purchase of any of the Preference Shares (i) in the market or (ii) by tender to all holders of Preference Shares alike or (iii) by private treaty, in each case at a price exclusive of all costs of purchase which, if the Preference Shares are then listed on The Stock Exchange, shall not exceed the average of the middle market quotations therefor (derived from The Stock Exchange Daily Official List) during the period of ten

business days immediately prior to the date of such purchase or, in the case of a purchase on The Stock Exchange, at the market price thereof provided that such market price is not more than five per cent. above such average and, if not then so listed, shall not exceed 110 per cent. of the nominal amount of a Preference Share, but not otherwise, and upon such other terms and conditions as it may deem fit. All Preference Shares so purchased shall be redeemed.

(vi) Modification of Rights

The rights attaching to the Preference Shares shall be deemed to be varied by, and accordingly the consent of the holders of three-fourths of the Preference Shares, who are present in person or by proxy, shall be required in accordance with Article 6 of the Articles of Association of the Company for -

(a) the issue by the Company of any share capital or the grant by the Company of any rights to subscribe for or to convert shares or other securities into share capital ranking in priority to or pari passu with the Preference Shares as regards participation in the profits or assets of the Company or being capable of being redeemed whilst any of the Preference Shares are in issue or the variation of the rights of any class of shares so as to fall within the foregoing;

(b) the reduction or repayment of all or any part of the capital paid up on any shares in the capital of the Company for the time being in issue (other than a repayment in the course of a winding-up of the Company and other than the redemption of the Preference Shares) including share premium account and capital redemption reserve fund or the acquisition by the Company or any of its subsidiaries of any share capital of the Company;

(c) the application by way of capitalisation of any profits or reserves of the Company of any sum in or towards paying up any share capital (whether issued or unissued) or purchasing or redeeming any debenture or debenture stock (whether secured or unsecured) except for the

application by way of capitalisation of any sum standing to the credit of the share premium account or capital redemption reserve fund in the payment of unissued shares to be allotted to members of the Company as fully paid bonus shares.

(D) the Articles of Association of the Bank be altered as follows:

(1) By deleting in Article 2 the existing definition of "The Act" and by substituting therefor

"The Act The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force".

(2) By deleting Article 8 and substituting therefor the following new Article:

"8. Subject to the provisions of the Act as to authority to allot securities, pre-emption rights and otherwise, of any resolution of the Company relating thereto and to any provision of these Articles, the whole of the unissued shares in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of the same to such persons, at such times and upon such terms and conditions as they may determine".

(3) By deleting Article 29 and substituting therefor the following new Article:

"29. The Directors may, in their absolute discretion and without assigning any reason therefor, refuse to register any transfer of the Ordinary Shares".

(4) By deleting Article 56 and substituting therefor the following new Article:

"56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided, two members entitled to vote at the meeting and being present in person or by proxy shall be a quorum for all purposes."

(5) By deleting "£1 in nominal amount of ordinary capital" in Articles 68 and substituting therefor "share".

(6) By deleting "section 154 of the Companies Act 1948" in Article 82 and substituting therefore "section 736 of the Companies Act 1985".

G J Melmoth
SECRETARY

MBANKMM.Z

Company No. 990937

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 3rd November, 1987)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 3rd November, 1987, the following Resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the authorised capital be increased to £30,000,000 by the creation of twenty million Ordinary Shares of 25p each, ranking in all respects pari passu with the existing shares of the Company.

G.J. MELMOTH
SECRETARY

MBANEMM.Z

Company No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 14th July, 1987)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 14th July, 1987, the following resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the 25,000,000 shares of £1 each in the Capital of the Company be sub-divided into 100,000,000 shares of 25p each.

G.J. MELMOTH
SECRETARY

MBANKMM.Z

Company No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 28th December, 1984)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 28th December, 1984, the following resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the authorised Capital of the Company be increased to £25,000,000 by the creation of 5,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
SECRETARY

MBANKMM.Z

23-10-89

Company No. 990937

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

(Passed 29th December, 1982)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 29th December, 1982, the following resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the authorised Capital of the Company be increased to £20,000,000 by the creation of 12,000,000 Ordinary Shares of £1 each.

G.J. MELMOTH
SECRETARY

MBANKMM.Z

CO-OPERATIVE BANK LIMITED

EXTRACT FROM MINUTES OF MEETING OF THE BOARD OF DIRECTORS HELD ON 3RD MARCH, 1981

COMPANIES ACT 1980: RE-REGISTRATION AS A PUBLIC LIMITED COMPANY

Resolved:

(a) That the Company be re-registered as a public limited company in pursuance of the provision of section 8 of the Companies Act 1980; and

(b) that the Memorandum of Association of the Company be altered by: (i) deleting the word "LIMITED" in Clause 1 thereof and inserting the words "PUBLIC LIMITED COMPANY" in its place; (ii) adding as a new Clause to be numbered 2 "The Company is to be a public company"; and (iii) re-numbering as Clauses 3 to 6 the existing clauses numbered 2 to 5.

Certified to be a true and correct copy of the resolution

P.J. PAXTON
CHAIRMAN

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Special Resolution

of

CO-OPERATIVE BANK LIMITED

Passed 29th day of October, 1979

At an EXTRAORDINARY GENERAL MEETING of the above-named company, duly convened, and held on the 29th day of October, 1979, the following RESOLUTION was duly passed as a Special Resolution:

SPECIAL RESOLUTION

That the Articles of Association be altered by deleting Article numbered 161.

ARTHUR SUGDEN
CHAIRMAN

MBANKMM.Z

Company No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

CO-OPERATIVE BANK LIMITED

(Passed 14th May, 1973)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 14th May, 1973, the following Resolutions were duly passed as Ordinary Resolutions:

RESOLUTIONS

1. THAT the capital of the Company be increased to £8,000,000 by the creation of 4,000,000 shares of £1 each ranking in all respects pari passu with the existing Shares in the capital of the Company.

2. THAT the sum of £4,000,000 being part of the amount now standing to the credit of the share premium account of the Company be capitalised and that the same be applied in making payment in full at par for 4,000,000 Shares of £1 each in the capital of the Company such Shares to be distributed as fully paid among the persons who are now the registered holders of the Shares in the capital of the Company at the rate of one Share for every one Share of £1 of the Company held by such holders respectively such Shares to rank for dividend as from the 14th day of May, 1973.

A. WILSON
CHAIRMAN

MBANKMM.Z

Company No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

OF

CO-OPERATIVE BANK LIMITED

(Passed 9th June, 1971)

At an EXTRAORDINARY GENERAL MEETING of the Company held on 9th June, 1971, the following resolution was duly passed as an Ordinary Resolution:

ORDINARY RESOLUTION

THAT the Capital of the Company be increased to £4,000,000 by the creation of 3,999,900 Ordinary Shares of £1 each, ranking in all respects pari passu with the existing shares in the Capital of the Company.

A. WILSON
CHAIRMAN

MBANKMM.Z

The Companies Acts 1948-1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

1. The name of the Company is "CO-OPERATIVE BANK PUBLIC LIMITED COMPANY" and it is hereinafter called "the Bank".

2. The Company is to be a public company.

3. The registered office of the Bank will be situate in England.

4. The objects for which the Bank is established are:-

(1) To carry on in any part of the world the business of banking in all its branches, and to transact and do all matters and things incidental thereto; or which may at any time hereafter, at any place where the Bank shall carry on business, be usually carried on as part of or in connection with, or which may conduce to or be calculated to facilitate or render profitable the transaction of, the business of banking or dealing in money or securities of any kind; and, in particular, and without prejudice to such generality:-

(A) To receive money on loan, deposit, current account or otherwise, with or without security, to obtain the use and control of money and securities, and to employ and use the same.

(B) To advance or lend money or give credit with or without security.

(C) To draw, make, accept, endorse, grant, discount, execute, acquire, buy, sell, issue, negotiate, transfer, hold, invest, or deal in and honour, retire, pay or secure obligations, instruments (whether negotiable or transferable or not) and securities of every kind.

(D) To grant, issue, negotiate, honour, retire and pay letters of credit, circular notes, drafts and other instruments and securities of every kind.

(E) To buy, sell and deal in foreign exchange, precious metals, bullion and specie.

(F) To contract for public and private loans and to negotiate and issue the same.

(G) To receive money, securities, documents and valuables on deposit or for safe custody or otherwise

(H) To collect and transmit money and securities and to act as agent for the receipt of money or of documents and for the delivery of documents.

(I) To guarantee or otherwise accept responsibility for -
the genuineness and validity of obligations, instruments, deeds and documents of all kinds; and the performance of obligations or contracts of every kind by any person, firm or body corporate, and in particular by the Bank's parent body corporate Co-operative Wholesale Society Limited.

(J) To promote, effect, insure, guarantee, underwrite, secure the subscription or placing of, subscribe or tender for or procure the subscription of, participate in, manage or carry out any issue, public or private, of state, municipal or other loans, or of shares, stock, debentures or debenture stock of any body corporate and to lend money or the purposes of any such issue.

(K) To receive security for the implementation of any obligations.

(L) To grant indemnities against loss and risks of all kinds.

(2) To carry on financial business and financial operations of all kinds, and in particular and without prejudice to the generality of the foregoing to finance or assist in the financing of the sale of goods, articles or commodities of all and every kind whether by way of personal loan, hire purchase, instalment finance, deferred payment or otherwise, to acquire by assignment or otherwise debts due and owing to any person or company and to collect such debts and to constitute and to act as managers of unit trusts and investment trusts and to issue and transact business in respect of all types of bankers' cards and credit cards and to carry on all kinds of insurance business and generally to act as financiers, capitalists, industrialists, merchants, traders, factors, commission agents, insurance brokers or in any other capacity, and to import, export, buy, sell, barter, exchange, let on hire, pledge, make advances upon or otherwise deal in any property whether tangible or intangible.

(3) To undertake the office of trustee, custodian trustee, managing trustee, administrator, executor, receiver, treasurer, registrar, auditor, manager, director or secretary and to undertake and execute either alone or jointly trusts of all kinds and in particular to act as trustee of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, and as nominee holder of property or securities of whatsoever description.

(4) To provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested, whether as shareholder, creditor or otherwise and to keep for any company, government, authority, body or society, whether incorporated or not, any register relating to any shares, stocks, funds or securities, and to undertake any duties in relation to the registration of transfers, the issue of certificates, or otherwise.

(5) To constitute any trust with a view to the issue of preferred and deferred or any other special stocks, securities, certificates or other documents based on or representing any shares, stocks or other assets appropriated for the purposes of any such trust and to settle and regulate and if thought fit to undertake and execute any such trusts, and to issue, hold or dispose of any such preferred, deferred or other special stocks, securities, certificates or documents.

(6) To carry on the business of an investment company and for that purpose to acquire and hold either in the name of the Bank or in that of any nominee, shares, stock, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company or person.

(7) To carry on the businesses of installing, selling, renting and providing computers, data processing and storage equipment and systems, computer bureau, programming, operating and consultancy services and communications systems of all kinds, and acquiring, leasing, hiring and disposing of electronic and mechanical equipment and machinery, and ancillary chattels and property of any kind or description, and whether alone or jointly with any other person or company, and to enter into any arrangement for sharing profits, joint adventure or otherwise in relation thereto.

(8) To carry on in any part of the world any other business, whether financial, commercial, industrial or otherwise, which may seem to the Bank capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Bank or to enhance the value of or render more profitable any of the Bank's property.

(9) To take or concur in any steps or proceedings (including the undertaking of any obligation, monetary or otherwise) calculated to uphold or support the credit of the Bank, or to obtain, maintain, justify or restore public confidence, or to avert or minimise financial disturbances directly or indirectly affecting or likely to affect the business of the Bank.

(10) To build, erect, construct, maintain, improve, alter, enlarge, pull down, rebuild, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or watercourses, or carry out any other works which may be convenient or necessary in connection with any business or object of the Bank and to enter into contracts and arrangements of all kinds with builders, tenants and others.

(11) To buy, sell, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any business of the bank, or required by any customers of or persons having dealings with the Bank or which may seem capable of being profitably dealt with in connection with any such business.

(12) To acquire, hire, hold, manage, develop, take options over, take on lease or in exchange, dispose of and deal with or otherwise any real or personal property, rights or interests by any means whatsoever.

(13) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Bank is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Bank, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for mutual assistance, with any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures or other securities or rights so received.

(14) (i) To acquire, accept and take, hold and sell either in the name of the Bank or in that of any nominee all or any shares, debentures, debenture stock, bonds, notes, obligations and securities of or in any company, society or undertaking, the objects of which shall, either in whole or in part, be similar to those of the Bank, or such as may be likely to promote or advance the interests of the Bank.

(ii) To acquire any such shares, stock, debentures, debenture stock,bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.

(iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including, without prejudice to the generality of the foregoing, all such powers of veto or control as may be conferred by virtue of the holding by the Bank of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive, supervisory and consultant services for or in relation to any company in which the Bank is interested upon such terms as may be thought fit.

(iv) To carry on the business of banking aforesaid by or through the medium of companies which are subsidiaries of or otherwise under the control (direct or indirect) of the bank, and to co-ordinate the administration of and provide services and facilities of all kinds for such companies or any of them.

(15) To seek for and secure openings for the employment of capital in any part of the world and with a view thereto to employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

(16) To apply for or otherwise acquire and protect, prolong, renew, experiment upon, test, improve and seek to improve in any part of the world any inventions, patents, patent rights, brevets d'invention, trade marks, trade or brand names, designs, copyrights, licences, protections and concessions which may appear likely to be advantageous or useful to the Bank, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money thereon.

(17) To improve, exchange, manage, cultivate, develop royalty, turn to account, grant licences, easements or other rights and privileges in respect of or otherwise deal with all or any part of the undertaking, property, assets, rights, effects and interests of the Bank.

(18) To invest and deal with the moneys of the Bank in such manner as may from time to time be determined.

(19) To borrow or raise money in such manner as the Bank shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise), or other securities or rights, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Bank's property or assets (whether present or future), including its uncalled capital, and also (whether or not for any consideration) by a similar mortgage, charge or lien to secure and guarantee the performance by the Bank or any other person or company of any obligation or liability undertaken by the Bank or any other person or company as the case may be.

(20) To act as agents and to transact all kinds of agency business and to act for and represent and to employ as agents any company or person domiciled or resident at home or abroad.

(21) To vest any real or personal property, rights or interests acquired by or belonging to the Bank in any person or company on behalf or for the benefit of the Bank, and with or without any declared trust in favour of the Bank.

(22) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government, state or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Bank to carry any of its objects into effect or for extending any of the Bank's powers or for effecting any modification of the Bank's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the bank or of its members.

(23) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise), or any corporations, companies, persons, trade associations or funds that may seem conducive to the Bank's objects, or any of them, and to obtain from any such government, authority, corporation, company, person, trade association or fund, any charters, contracts, decrees, rights, privileges and concessions which the Bank may think desirable, and to

carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.

(24) To remunerate any person, firm or company rendering or to render services to the Bank, whether by cash payment or by the allotment to him or them of, or grant of options over shares, debentures or other securities of the Bank credited as paid up in full or in part or otherwise.

(25) To pay out of the funds of the Bank all expenses which the Bank may lawfully pay of or incident to the formation and registration of or the raising of money for the Bank or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Bank.

(26) To establish, maintain, participate in and contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, bonuses, benefits and emoluments to any persons who are or were at any time in the employment or service of the Bank, or any of its predecessors in business or of any company which is a subsidiary of the Bank or is allied to or associated with the Bank or with any such subsidiary, or who may be or have been Directors or officers of the Bank, or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, building and housing schemes, funds, trusts and conveniences calculated to be for the benefit of, or to advance the interests and well-being of the Bank or of any other company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with others.

(27) To make and enter into arrangements with employees of the Bank for profit sharing upon such terms as may seem expedient.

(28) To procure the Bank to be registered or recognised in any dominion, colony or dependency and in any foreign country or place, and to establish and maintain branches and agencies in any part of the world.

(29) To promote any other company or companies for the purpose of acquiring or taking over all or any of the property, rights and/or undertaking any of the liabilities of the Bank, or of undertaking any business or operations which may appear likely directly or indirectly to assist or benefit the Bank, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part

of the shares, debentures or other securities, of any such company as aforesaid.

(30) To sell, lease, mortgage, grant options over, dispose of or otherwise deal with the whole or any part of the property, assets or undertaking of the Bank or any interests therein for such consideration as the Bank may think fit and in particular for shares, whether fully or partly paid up, debentures or other securities of any other company, government or authority (whether supreme, municipal, local or otherwise).

(31) To distribute among the members of the Bank in kind any property of the Bank (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies, governments or authorities (whether supreme, municipal, local or otherwise) belonging to the Bank or of which the Bank may have the power of disposing.

(32) To do all or any of the above things and such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them in any part of the world, whether as principals, agents, trustees, contractors or otherwise, or whether by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Bank, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

5. The liability of the members is limited.

6.* The share capital of the Bank is £100 divided into 100 shares of £1 each.

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* AUTHORISED CAPITAL was altered as follows:

increased to £4,000,000 by the creation of 3,999,900 additional Ordinary Shares of £1 each on 9th June, 1971;

increased to £8,000,000 by the creation of 4,000,000 additional Ordinary Shares of £1 each on 14th May, 1973;

increased to £20,000,000 by the creation of 12,000,000 additional Ordinary Shares of £1 each on 29th December, 1982;

increased to £25,000,000 by the creation of 5,000,000 additional Ordinary Shares of £1 each on 28th December, 1984;

the 25,000,000 shares of £1 each were sub-divided into 100,000,000 shares of 25p each on 14th July, 1987;

increased to £30,000,000 by the creation of 20,000,000 shares of 25p each on 3rd November, 1987;

increased to £70,000,000 by the creation of 40,000,000 8.48 per cent Cumulative Redeemable Preference Shares 2013 of £1 each on 27th April, 1988.

increased to £105,000,000 by the creation of 35,000,000 9.25 per cent Non Cumulative Irredeemable Preference Shares of £1 each on 31st May, 1989.

the 120,000,000 shares of 25p each were sub-divided into 600,000,000 shares of 5p each on 31st May, 1989.

the 40,000,000 8.48 per cent Cumulative Redeemable Preference Shares 2013 of £1 each were converted to 9.25 per cent Non Cumulative Irredeemable Preference Shares of £1 each on 23rd June, 1989.

(see Article 4A for current position)

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each subscriber
G V TEW 20 Copthall Avenue London EC2 Solicitor	One
P S O ROBERTS 20 Copthall Avenue London EC2 Solicitor	One

Dated this 17th day of September, 1970.

Witness to the above signatures -
T P LEE
20 Copthall Avenue
London EC2
Solicitor

The Companies Acts 1948-1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

PRELIMINARY

Table A not to apply

1. The regulations in Table A in the First Schedule to the Companies Act 1948 shall not apply to the Company.

Interpretation

2. In these Articles, if not inconsistent with the subject or context (1) words importing the singular number include the plural. and vice versa; (2) words importing the masculine gender include the feminine gender; and (3) the words standing in the first column of the table below shall bear the meanings set opposite to them respectively in the second column thereof.

WORDS		MEANINGS
The Act	..	The Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.
These Articles	..	These Articles of Association as herein contained or as from time to time altered.
Secretary	..	The Secretary of the Company and (subject to the provisions of the Act) any assistant or deputy Secretary, and any person appointed by the Directors to perform any of the duties of the Secretary.
Office	..	The registered office for the time being of the Company.
Seal	..	The common seal of the Company.
The United Kingdom	..	Great Britain and Northern Ireland.
Paid up	..	Paid up or credited as paid up.

In writing .. Written, or produced by any substitute for writing, or partly one and partly another.

Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles

BUSINESS

3. The Company is formed for the purpose of acquiring from Co-operative Wholesale Society Limited ("CWS") by means of Parliamentary powers the banking business conducted for many years by CWS as a separate department of CWS.

CAPITAL

Share capital

4. (A) The Share Capital of the Company is £105,000,000 divided into 75,000,000 9.25 per cent. Non-Cumulative Irredeemable Preference Shares of £1 each (the "Preference Shares") and 600,000,000 Ordinary Shares of 5p each (the "Preference Shares").

Preference Shares

(B) The Preference Shares

(a) Dividends

(aa) (i) The Preference Shares carry the right to a fixed, non-cumulative preferential dividend on the capital for the time being paid up thereon at the rate of 9.25 per cent. per annum, exclusive of any associated tax credit. Such dividends shall be payable half-yearly on 31st May and 30th November in each year.

(ii) Such dividends shall be payable out of the profits of the Company available for distribution and resolved to be distributed. The holders of the Preference Shares shall be entitled to payment of such dividend in priority to any payment of dividend to the holders of any other class of shares in the capital of the Company. Payments of preferential dividend shall be made to holders on the register at a date selected by the Company up to 42 days prior to the relevant fixed dividend date.

(iii) If, on any date on which an instalment of the dividend in respect of the Preference Shares would fall to be paid, the distributable profits and reserves of the Company are insufficient to enable payment in full to be made thereof, then no such instalments shall be paid. If it shall subsequently appear that any instalment of dividend in respect of the Preference Shares which has been paid should not, in accordance herewith, have been so paid, then provided the Directors shall have acted in good faith, they shall

not incur any liability for any loss which any shareholder may suffer in consequence of such payment having been made.

(iv) Where any instalment of the dividend in respect of the Preference Shares is payable in terms of the foregoing provisions of this paragraph, the Directors shall resolve to make payment of such instalment, provided however that such instalment shall not be payable if in the judgement of the Directors the payment of such instalment would breach or cause a breach of the Bank of England's capital adequacy requirements from time to time applicable to the Company.

(bb) (i) The provisions of this sub-paragraph shall apply where any instalment of the dividend in respect of the Preference Shares is, for the reasons specified in sub-paragraph (aa) (iii) or sub-paragraph (aa) (iv) above, not to be payable and the amount (if any) standing to the credit of the profit and loss account, reserves, share premium account or capital redemption reserve fund of the Company are sufficient to enable the allotments of additional preference stock referred to in the further provisions of this sub paragraph to be made in full.

(ii) Each holder of Preference Shares shall, on the date for payment of the preference dividend had such instalment been paid in cash, be allotted, credited as fully paid, such additional nominal amount of further Preference Shares as is equal to an amount determined by multiplying the cash amount of the Preference dividend that would have been payable to him, had such instalment been payable in cash, by four-thirds and rounding the resulting sum down to the nearest integral multiple of £1. A shareholder receiving an allotment of additional Preference Shares in terms of this sub-paragraph shall not be entitled to receive any part of the preference dividend.

(iii) For the purpose of paying up Preference Shares to be allotted on any occasion pursuant to this sub-paragraph, the Directors shall capitalise out of the sums standing to the credit of the profit and loss account of the Company and/or to the credit of the Company's reserve accounts (including share premium account) and capital redemption reserve fund available for the purpose, as the Directors may determine, a sum equal to the aggregate nominal amount of the additional Preference Shares then to be allotted and apply the same in paying up in full the appropriate amount of unissued Preference Shares.

(iv) The additional Preference Shares so allotted shall rank pari passu in all respects with the fully paid Preference Shares then in issue save only as regards

participation in the Preference dividend payable by reference to any dividend payment date prior to their allotment.

(v) The Directors may undertake and do such acts and things as they may consider necessary or expedient for the purpose of giving effect to the provisions of this paragraph.

(b) Capital

On a return of capital on a winding-up or other return of capital (other than on redemption of any class of redeemable share capital), the assets of the Company shall be applied in priority to any payments to the holders of any other class of shares in the capital of the Company in repaying to the holders of the Preference Shares a sum equal to (A) the greater of (1) the capital paid up or credited as paid up on the Preference Shares and (2) a sum equal to the average of the middle market quotations (as derived from the Daily Official List of The Stock Exchange) during the three months immediately preceding the date of the notice convening the meeting to consider the resolution to approve the winding-up or other return of capital and (B) the amount that would have been properly payable by way of dividend within sub-paragraph (aa) (i) calculated at the annual rate thereof and multiplied by a fraction of which the numerator is the actual number of days elapsed on and from whichever of 1st June or 1st December shall have last occurred up to and including the date of the commencement of such winding-up or other return of capital and of which the denominator is 365 or, in a leap year, 366.

(c) Voting and General Meetings

(i) The holders of the Preference Shares shall be entitled to receive notice of and to attend (either in person or by proxy) all General Meetings of the Company. The holders of the Preference Shares shall have the right to speak and vote at a General Meeting of the Company only if and when, at the date of the notice convening such meeting, the fixed preferential dividend payable to them respectively has been in arrears for six months or more after any date fixed for payment thereof, or if a resolution is to be proposed at such meeting abrogating or varying any of the respective rights or privileges attaching to their shareholding or for the winding-up of the Company or other return of capital and then on such resolution only.

Company No. 990937

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CO-OPERATIVE BANK LIMITED

(Passed 25th day of January, 1971)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on the 25th day of January, 1971, the following RESOLUTION was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

That the Articles of Association of the Company be altered by deleting regulation 48 and substituting the following:

"GENERAL MEETINGS

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings."

G.E. BRADFIELD
CHAIRMAN

MBANKMM.Z

(ii) Whenever the holders of the Preference Shares are entitled to vote at a General Meeting of the Company upon any resolution proposed at such meeting, on a show of hands every holder who (being an individual) is present in person or (being a corporation) is present by a representative or by proxy shall have one vote and, on a poll, shall have one vote in respect of each Preference Share registered in the name of such holder.

(d) Modification of Rights

The rights attaching to the Preference Shares shall be deemed to be varied by, and accordingly the consent of the holders of three-fourths of the Preference Shares, who are present or by proxy, shall be required in accordance with Article 6 of the Articles of Association of the Company for:

(i) the issue by the Company of any share capital or the grant by the Company of any rights to subscribe for or to convert shares or other securities into share capital ranking in priority to or pari passu with the Preference Shares as regards participation in the profits or assets of the Company or being capable of being redeemed whilst any of the Preference Shares are in issue or the variation of the rights of any class of shares so as to fall within the foregoing;

(ii) the repayment or (otherwise than in accordance with these rights and conditions) the reduction of all or any part of the capital paid up on any shares in the capital of the Company for the time being in issue (other than a repayment in the course of a winding-up of the Company) including share premium account and capital redemption reserve fund or the acquisition by the Company or any of its subsidiaries of any share capital of the Company;

(iii) the capitalisation for appropriation to the holders of the Ordinary Shares of any part of the sums standing to the credit of the profit and loss account or to the credit of any reserve accounts of the Bank available for distribution if after such capitalisation the aggregate of the sums standing to the credit of the profit and loss account and to the credit of the Bank's reserves available for distribution would be a sum less than five times the aggregate amount of the annual preferential dividend (exclusive of any

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associated tax credit) payable on the new Preference Shares.

Rights attached to shares

5. Without prejudice to any special rights for the time being conferred on the holders of any class of shares (which special rights shall not be varied or abrogated except with such consent or sanction as is provided for by the next following Article) any share in the Company may be issued with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, return of capital, voting or otherwise as the Company may from time to time by Ordinary Resolution direct, or failing such direction (but in the case of unclassified shares only) as the Directors shall determine; and any Preference Share may be issued on the terms that it is, or at the option of the Company is to be liable, to be redeemed subject to the provisions of the Act, on such terms and in such manner as may be provided by these Articles.

VARIATION OF RIGHTS

How special share rights may be varied

6. Whenever the capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of the class, but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those holders who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

Creation or issue of further shares

7. The special rights conferred upon the holders of any class of shares issued with preferred or other special rights shall be deemed to be varied by the reduction of the capital paid up on such shares but shall not (unless otherwise expressly provided by these Articles or by the conditions of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking in some or all respects pari passu therewith or subsequent thereto.

SHARES

Shares at disposal of Directors

8. Subject to the provisions of the Act as to authority to allot securities, pre-emption rights and otherwise, of any resolution of the Company relating thereto and to any provision of these Articles, the whole of the unissued shares in the capital of the Company shall be at the disposal of the

Directors who may allot, grant options over or otherwise dispose of the same to such persons, at such times and upon such terms and conditions as they may determine.

Power to pay commissions

9. In addition to all other powers of paying commissions, the Company may exercise the powers conferred by the Act in paying commissions to persons subscribing or procuring subscriptions for shares of the Company, or agreeing so to do, whether absolutely or conditionally; provided that the rate per cent, or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and shall not exceed 10 per cent of the price at which the shares in respect whereof the commission is paid are issued or an amount equivalent thereto. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Exclusion of equities

10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or recognise any equitable, contingent, future or partial interest in any share, or (except only as by these Articles otherwise provided or as by law required) any interest in any fractional part of a share, or any other right in respect of any share, except an absolute right to the entirety thereof in the registered holder.

CERTIFICATES

Right to receive certificate

11. (A) Every person whose name is entered as a member in the register of members shall be entitled without payment to one certificate for all his shares of each class, or upon payment of such fee (if any) not exceeding 1s. for every certificate after the first, as the Directors shall from time to time determine, to several certificates, each for one or more of his shares. Every certificate shall be issued within one month after allotment or the lodgement with the Company of the transfer of the shares, not being a transfer which the Company is for any reason entitled to refuse to register and does not register, unless the conditions of issue of such shares otherwise provide, and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon. The Company shall not be bound to register more than four persons as the joint holders of any share or shares and, in the case of a share held jointly by several persons, the Company shall not be bound to issue more than one certificate therefore, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all. Where a member transfers part of the shares comprised in his holding he shall be entitled to a certificate for the balance of his holding without charge.

Signatures on Certificates

(B) The provisions of Article 126 concerning the sealing of certificates shall be complied with whenever share certificates are issued.

Replacement of share

12. If a share certificate be defaced, worn out, lost or destroyed, it may be renewed on payment of such fee (if any)

not exceeding 1s., and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company as the Directors think fit, and (in case of defacement or wearing out) on delivery up of the old certificate. — certificates

CALLS ON SHARES

13. The Directors may, subject to the provisions of these Articles and to any conditions of allotment, 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 each member shall (subject to being given at least fourteen days' notice specifying the time or times and place of payment) pay to the company at the time or times and place so specified the amount called on his shares. — Power to make calls

14. A call may be made payable by instalments. A call may be postponed and a call may be wholly or in part revoked as the Directors may determine. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. — Provisions relating to calls

15. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at the rate of 10 per cent per annum or a such lower rate as the Directors may agree to accept, but the Directors shall be at liberty to waive payment of such interest wholly or in part. — Interest on calls

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

17. The Directors may make arrangements on the issue of shares for a difference between the holders in the amount of calls to be paid and in the times of payment. — Power to differentiate

18. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money unpaid upon the shares held by him beyond the sums actually called up thereon as a payment in advance of calls, and any such payment in advance of calls shall extinguish, so far as the same shall extend but subject as in these Articles provided, the liability upon the shares in respect of which it is advanced; and upon the money so received, or so much thereof as from time to time exceeds the amount of the calls then made upon — Payment in advance of calls

the shares in respect of which it has been received, the Company may pay interest at such rate as the member paying such sum and the Directors agree.

FORFEITURE, SURRENDER AND LIEN

Notice to comply with call

19. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Directors may at any time thereafter, during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued. The notice shall name a further day (not earlier than fourteen days from the date of service thereof) 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 at or before the time and at the place appointed the shares on which the call was made will be liable to be forfeited.

Power to forfeit or accept surrender

20. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest due in respect thereof has been made, be forfeited by a resolution of the Directors to that effect, and such forfeiture shall include all dividends which shall have been declared on the forfeited shares and not actually paid before the forfeiture. The Directors may accept a surrender of any shares liable to be forfeited hereunder.

Sale of shares forfeited or surrendered

21. A share so forfeited or surrendered may be sold, re-allotted or otherwise disposed of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Directors shall think fit. At any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Directors think fit. The Directors may, if they think fit, authorise some person to transfer a forfeited or surrendered share to any other person as aforesaid.

Effect on member

22. A member whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered shares, but shall notwithstanding such forfeiture or surrender remain liable to pay to the company all moneys which at the date of forfeiture or surrender were presently payable by him to the Company in respect of the shares, with interest thereon at 10 per cent per annum from the date of forfeiture or surrender until payment, and the Directors may enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender.

Lien

23. The Company shall have a first and paramount lien on every share for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single member for

all the debts and liabilities of such member or his estate to the Company, and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest in any person other than such member and whether the period for the payment or discharge of the same shall have actually arrived or not, and not-withstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The Directors may resolve that any share shall for some specified period be exempt from the provisions of this Article.

Sale of shares subject to lien

24. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable, and giving notice of intention to sell in default, shall have been served on the holder for the time being of the shares or the person entitled by reason of his death or bankruptcy to the shares.

Disposal of proceeds of sale

25. The net proceeds of such sale, after payment of the costs thereof, shall be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same 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) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser thereof.

Title to shares surrendered, forfeited or sold

26. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the consideration (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

TRANSFER OF SHARES

Form of transfer

27. All transfers of shares shall be effected by transfer in writing in the usual common form or in any such other form as the Directors may approve, and need not be under seal.

Signing of transfers

28. The instrument of transfer shall be signed by or on behalf of the transferor and (except in the case of fully paid shares) by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered on the register of members in respect thereof.

Power to refuse registration (1)

29. The Directors may, in their absolute discretion, and without assigning any reason therefore, refuse to register any transfer of the Ordinary Shares.

Power to refuse registration (2)

30. The Directors may also decline to recognise any instrument of transfer, unless -

(A) the instrument of transfer duly stamped is deposited at the Office or such other place as the Directors may appoint, accompanied by the certificate for the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; and

(B) the instrument of transfer is in respect of only one class of share.

Notice of refusal of registration

31. If the Directors refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of the refusal.

Suspension of registration

32. The registration of transfers of shares or of any class of shares may be suspended at such times and for such periods as the Directors may from time to time determine, provided always that the register of members shall not be closed for more than thirty days in any year.

No fee for registration

33. No fee will be charged by the Company in respect of the registration of any instrument of transfer, probate, letters of administration, certificate of marriage or death, notice in lieu of distringas or power of attorney or other document relating to or affecting the title to any shares or otherwise for making any entry in the register of members affecting the title to any shares.

Retention of transfers

34. All instruments of transfer which shall be registered may be retained by the Company, but any instrument of transfer which the Directors refuse to register shall (except in any case of fraud) be returned to the person depositing the same.

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35. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person. — Renunciation of allotments

TRANSMISSION OF SHARES

36. In the case of the death of a member the survivors or survivor where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this Article shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share held by him. — Transmission on death

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence as to his title being produced as may from time to time be required by the Directors, and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof. — Election of successor

38. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered, he shall testify his election by executing a transfer of the share in favour of that person. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by such member. — Procedure on election

39. Save as otherwise provided by or in accordance with these Articles, a person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (upon supplying to the Company such evidence as the Directors may reasonably require as to his title to the share) be entitled to receive and may give a discharge for all benefits arising or accruing on or in respect of the share, but he shall not be entitled in respect of that share to receive notices of or to attend or vote at meetings of the Company nor, save as aforesaid, to any of the rights or privileges of a member, until he shall have become a member in respect of the share; provided always that the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if within sixty days the notice is not complied with such person shall (but only in the case of a share which is fully paid up) be deemed to have elected to be registered as a member in respect thereof and may be registered accordingly. — Rights of unregistered successors

STOCK

Power to convert into stock

40. The Company may by Ordinary Resolution convert any paid up shares into stock, and re-convert any stock into paid up shares of any denomination. If and whenever any unissued shares of any class in the capital of the Company for the time being shall have been issued and be fully paid and at that time the shares of that class previously issued shall stand converted into stock such further shares, upon being fully paid, shall ipso facto be converted into stock transferable in the same units as the existing stock of that class.

Transfer of stock

41. The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations, as would have applied to the shares from which the stock arose if they had not been converted, or as near thereto as circumstances admit, but the Directors may from time to time, if they think fit, fix the minimum amount of stock transferable, provided that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Rights of holders of stock

42. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Provisions applicable to stock

43. All such of the provisions of these Articles as are applicable to paid up shares shall apply to stock.

INCREASE OF CAPITAL

Power to increase capital

44. The Company may from time to time by Ordinary Resolution increase its capital by such sum to be divided into shares of such amounts and carrying such rights as the resolution may prescribe.

Disposal of new capital

45. The Company may by Ordinary Resolution direct that the new shares, or any of them, shall be offered in the first instance to the members or to any class thereof for the time being, in proportion (as nearly as circumstances may admit) to the number of shares or shares of the class held by them respectively, or make any other provisions as to the issue of the new shares. In default of any such direction, or so far as the same shall not extend, the new shares shall be at the disposal of the Directors, who may (subject to the provisions of the Act) allot, grant options over, or otherwise dispose of them to such persons and on such terms as they think proper, but so that no share shall be issued at a discount, save in accordance with the provisions of the Act.

46. All new shares shall (unless the Company shall by resolution otherwise determine) be subject to the provisions of these Articles with reference to payment of calls, forfeiture, surrender, lien, transfer, transmission and otherwise, and unless otherwise provided by or pursuant to these Articles or by the conditions of issue the new shares shall upon issue be Ordinary Shares. Form of new capital

ALTERATION OF CAPITAL

47. The Company may by Ordinary Resolution -

(A) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; whenever as a result of any consolidation of shares any member would become entitled to a fraction of a share, the Directors may for the purpose of eliminating such fractions sell the shares representing the fractions for the best price reasonably obtainable and distribute the proceeds of sale in due proportion among the members who would have been entitled to the fractions of shares, and for the purpose of any such sale the Directors may authorise some person to transfer the shares representing the fractions to the purchaser thereof whose name shall thereupon be entered in the register of members as the holder of the shares, and who shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale; Power to consolidate shares

(B) 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 share capital by the amount of the shares so cancelled; Power to cancel shares

(C) sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association (subject nevertheless to the provisions of the Act), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares; Power to sub-divide shares

and may by Special Resolution -

(D) reduce its share capital and any capital redemption reserve fund and any share premium Power to reduce capital

account in any manner subject to the provisions of the Act.

GENERAL MEETINGS

Annual and Extraordinary General Meetings

48. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next: Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation, or in the following year. Subject as aforesaid and to the provisions of the Act the Annual General Meeting shall be held as at such time and place as the Directors may determine. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

(As substituted by Special Resolution on 25th January, 1971)

Requisitioned meetings

49. The Directors may whenever they think fit, and shall on requisition in accordance with the Act, proceed to convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

Notice (normal)

50. An Annual General Meeting and a General Meeting for the passing of a Special Resolution shall be called by twenty-one days' notice at the least, and all other General Meetings shall be called by fourteen days' notice at the least. Every notice shall be in writing and shall specify the place, the day and the time of meeting, and in the case of special business the general nature of such business, and in the case of an Annual General Meeting shall specify the meeting as such. Notices shall be given in manner hereinafter mentioned to all the members, other than those who under the provisions of these Articles or the conditions of issue of the shares held by them are not entitled to receive the notice, to the Directors (including the alternate Directors), and to the Auditors for the time being of the Company: provided that a General meeting of the Company shall, notwithstanding that it is called by a shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed -

Notice (short)

(A) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; 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 a right to attend and vote at the meeting.

Content of notice

51. In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a

member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member.

Duty to inform members on requisition

52. It shall be the duty of the Company, subject to the provisions of the Act, on the requisition in writing of such number of members as is specified in the Act and (unless the Company otherwise resolves) at the expense of the requisitionists, (a) to give to members entitled to receive notice of the next Annual General Meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting and (b) to circulate to members entitled to have notice of any General Meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

Omission of notice

53. The accidental omission to give notice of a meeting to, or the non-receipt of notice by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

Form of business at meetings

54. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the declaration of dividends, the consideration of the accounts and of the reports of the Directors and Auditors and other documents required to be annexed to the accounts, the appointment or re-appointment of Directors in the place of those retiring by rotation or otherwise and the fixing of the remuneration of the Auditors or of the manner in which such remuneration is to be fixed.

Special notice

55. Where, by any provision contained in the Act, special notice is required of a resolution, the resolution shall not be effective unless notice of the intention to move it has been given to the Company not less than twenty-eight days (or such shorter period as the Act permits) before the meeting at which it is moved, and the Company shall give to the members notice of any such resolution as required by and in accordance with the provisions of the Act.

Quorum

56. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as in these Articles otherwise provided, two members entitled to vote at the meeting and being present in person or by proxy shall be a quorum for all purposes.

Adjournment on lack of quorum

57. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day, and at such time and place, as the Directors may determine and, if at

such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved.

Chairman of meeting

58. The Chairman of the Board of Directors, or in his absence a Deputy Chairman (to be chosen, if there be more than one, by agreement amongst them or, failing agreement, by lot), or in his absence some other Director nominated by the Directors, shall preside as Chairman at every General Meeting of the Company, but if at any meeting neither such Chairman nor such Deputy Chairman nor such other Director be present within five minutes after the time appointed for holding the meeting, or if none of them be willing to act as Chairman, the Directors present shall choose some Director present to be Chairman, or if no Director be present, or if all Directors present decline to take the chair, the members present shall choose some member present to be Chairman.

Power to adjourn

59. 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 thirty days or more, seven days' notice at the least specifying the place, the day and the time of the adjourned meeting shall be given as in the case of an original meeting, but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment.

Notice of adjournment

Method of voting

60. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless before or upon the declaration of the result of the show of hands a poll is demanded -

(A) by the Chairman; or

(B) by not less than five members having the right to vote at the meeting; or

(C) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(D) by a member or members holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded, a declaration by the Chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book containing the

minutes of the proceedings of General Meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Proxy's right to demand poll

61. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to demand or join in demanding a poll, and for the purposes of the last preceding Article a demand by a person as proxy for a member shall be the same as a demand by the member.

Incorrect computation of votes

62. If any votes shall be counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, or at any adjournment thereof, and not in that case unless it shall in the opinion of the Chairman of the meeting be of sufficient magnitude to vitiate the result of the voting.

Method of taking poll

63. If a poll is duly demanded, it shall be taken in such manner as the Chairman may direct (including the use of ballot or voting papers or forms), and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may, in the event of a poll, appoint scrutineers (who need not be members) and may fix some place and time for the purpose of declaring the result of the poll.

Taking of poll

64. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time and place as the Chairman shall direct not being more than thirty days from the date of the meeting or the adjourned meeting at which the poll was demanded.

Casting vote of Chairman

65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a further or casting vote.

Other business

66. 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 has been demanded.

Withdrawal of poll demand

67. A demand for a poll may be withdrawn and no notice need be given of a poll not taken immediately.

VOTES OF MEMBERS

Voting rights

68. Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with these Articles, on a show of hands every member, who (being an individual) is present in person or (being a corporation) is present by a representative or proxy not being himself a member, shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

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 of members in respect of the share.

Votes in respect of joint holdings

70. A member suffering from mental disorder in respect of whom an order has been made or a direction or authority given by a court of competent jurisdiction may vote, whether on a show of hands or on a poll, by his receiver, curator or other person appointed by such court, and such receiver, curator or other person may on a poll vote by proxy, provided that such evidence as the Directors may require of the authority of the person claiming to vote shall have been deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

Votes of mentally disordered members

71. No member shall, unless the Directors otherwise determine, be entitled to vote at any General Meeting either personally or by proxy, or to exercise any privilege as a member, unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

No right to vote when call is unpaid

72. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Objections

73. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Votes on a poll

74. Any person (whether a member or not) may be appointed to act as a proxy.

Proxy need not be a member

75. The instrument appointing a proxy shall be in writing in the usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointer or by his attorney duly authorised in writing, or if the appointer is a corporation shall be either under its common seal or under the hand of an officer or attorney of the corporation. The Directors may, but shall not be bound to, require evidence of authority of such officer or attorney. An instrument of proxy need not be witnessed.

Form of proxy

76. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified or office copy of such power or authority, shall be deposited at the Office, or at such other place in the United Kingdom as is specified for that purpose in

Deposit of proxy

the notice calling the meeting, or in any instrument of proxy sent out by the Company in relation to the meeting, 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 and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date.

Incidents affecting validity of proxy

77. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental disorder of the principal, revocation of the instrument of proxy, or of the authority under which the instrument of proxy was executed, provided that no intimation in writing of such death, mental disorder or revocation shall have been received by the Company at the Office three hours at least before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

Circulation of proxy forms

78. The Directors may at the expense of the Company send, by post or otherwise, to the members instruments of proxy (with or without provision for their return prepaid) for use at any General Meeting or at any meeting of any class of members of the Company either in blank or nominating in the alternative any one or more of the Directors or the Chairman of the meeting or any other person or persons. If for the purpose of any meeting invitations to appoint as proxy a person, or one of a number of persons, specified in the invitations are issued at the Company's expense they shall be issued to all (and not to some only) of the members entitled to be sent a notice of the meeting and to vote thereat by proxy.

CORPORATIONS ACTING BY REPRESENTATIVES

Representatives

79. Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representatives at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual member of the Company and such corporation shall, for the purposes of these Articles, be deemed to be present in person at such meeting if a person so authorised is present thereat.

DIRECTORS

Number of Directors

80. Subject as hereinafter provided, the Directors shall be not less than six in number, but the Company may by Ordinary Resolution from time to time vary the minimum number and may also fix and from time to time vary a maximum number of Directors. The first Directors shall be the persons who shall be appointed in writing either before or after the incorporation

of the Company by the subscribers to the Memorandum of Association or a majority of them.

No share qualification required

81. A Director and an alternate Director shall not require a share qualification but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate meeting of the holders of any class of shares in the Company.

Remuneration of Directors

82. The Directors shall be entitled to remuneration at such rates as the Company by Ordinary Resolution may from time to time determine provided that, unless otherwise agreed by the Directors, no such remuneration shall be payable under this Article to a Director for the time being employed by or holding executive office with the Company, or by or with the Company's parent body corporate CWS, or by or with any company which would be a subsidiary of CWS (other than the Company) according to the definition contained in section 736 of the Companies Act 1985, were CWS a company. The Company by Ordinary Resolution may also vote extra remuneration to the Directors, which shall, in default of agreement to the contrary, be divided between the Directors equally. The Directors' remuneration shall be deemed to accrue from day to day. The Directors shall also be entitled to be paid all travelling, hotel and other expenses properly incurred by them in connection with the business of the Company, or in attending and returning from meetings of the Directors or of committees of the Directors or General Meetings.

Additional remuneration

83. Any Director who serves on any committee or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Directors may determine.

Alternate Directors

84. Each Director (other than an alternate Director) may at any time appoint another Director or (subject to the approval of a majority of the Directors for the time being) any other person to be an alternate Director of the Company, and may at any time remove any alternate Director so appointed by him from office and, subject to any requisite approval as aforesaid, appoint another person in his place. An alternate Director shall (subject to his giving to the Company an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director shall ipso facto cease to be an alternate Director if his appointor ceases for any reason to be a Director; provided that if any Director retires whether by rotation or otherwise but is re-appointed, or is deemed to have been re-appointed by the meeting at which such retirement took effect, any appointment made by him pursuant to this Article which was in

force immediately prior to his retirement shall continue to operate after his re-appointment as if he had not so retired. All appointments and removals of alternate Directors shall be effected by notice in writing under the hand of the Director making such appointment or removal and sent to or left at the Office.

Remuneration of alternate Directors

85. An alternate Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such alternate Director shall be payable out of the remuneration payable to the Director appointing him, and shall consist of such part (if any) of the latter's remuneration as shall be agreed between them.

Offices of profit

86. A Director, including an alternate Director, may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director, and may act in a professional capacity to the Company, on such terms as to tenure of office, remuneration and otherwise as the Directors may determine.

Directors' contracts

87. No Director or intending Director, including an alternate Director, shall be disqualified by his office from contracting with the Company either with regard to his tenure of any other office or place of profit, or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way, whether directly or indirectly, interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relationship thereby established.

Directors' interests in associated companies

88. Any Director, including an alternate Director, may continue to be or become a Director or other officer or member of or otherwise interested in any other company promoted by the Company or any subsidiary thereof or in which the Company or any subsidiary thereof may be interested, as a member or otherwise, or in which the Company or any subsidiary thereof has decided not to take any shareholding or other interest whatsoever, and no such Director shall be accountable for any remuneration or other benefits whatsoever received by him as a Director or other officer or member of or from his interest in any such other company. The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company or exercisable by them as Directors of such other company, in such manner in all respects as they think fit (including, but without limitation, the exercise thereof in favour of any resolution appointing themselves or any of them Directors or other officers of such company, or voting or providing for the payment of remuneration or any other benefits whatsoever to the Directors or other officers of such company), and any Director of the Company may vote in favour of the

exercise of such voting rights in manner aforesaid, notwithstanding that he may be, or be about to be, appointed a Director or other officer of such other company, and is or may become interested in the exercise of such voting rights in manner aforesaid.

Declaration of interest

89. Without prejudice to the requirements of the Act, a Director, including an alternate Director, who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of Directors. In the case of a proposed contract the declaration shall be made at the meeting of the Directors at which the question of entering into the contract is first taken into consideration or, if the Director was not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he became so interested. In a case where the Director becomes interested in a contract after it is made the declaration shall be made at the first meeting of the Directors held after the Director becomes so interested. In a case where the Director is interested in a contract which has been made before he was appointed a Director the declaration shall be made at the first meeting of the Directors held after he is so appointed. For the purposes of this Article a general notice given to the Directors by any Director to the effect that he is a member of any 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 the company or firm, shall (if such Director shall give the same at a meeting of the Directors or shall take reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given) be deemed a sufficient declaration of interest in relation to any contract so made.

Directors' interests in relation to quorum (1)

90. A Director, including an alternate Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or body corporate or unincorporate or whereat the terms of any such appointment are arranged, varied or abrogated, and he may vote on any such appointment, arrangement, variation or abrogation other than his own appointment or the arrangement, variation or abrogation of the terms thereof.

Directors' interests in relation to quorum (2)

91. Subject to the last preceding Article a Director, including an alternate Director, shall not as a Director vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted nor, save as herein provided, shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to -

(A) any contract or arrangement giving the Director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Company or of any subsidiary of the company; or

(B) any contract or arrangement giving any security or guarantee to a third party in respect of a debt or obligation of the Company or of any subsidiary of the Company for which the Director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security; or

(C) any contract or arrangement by a Director to subscribe for or underwrite shares, debentures or other securities or rights of the Company, or of any other company which the Company may promote or be interested in; or

(D) any contract or dealing with any other body corporate in which the Director is interested only in any one or more of the capacities of officer, creditor, employee, or holder of shares, debentures or other securities or rights of that other body corporate; or

(E) any matter referring to any existing or proposed pension, superannuation, life assurance or insurance fund, scheme or arrangement of which or in which a Director may be or be about to become a member, or have or be about to have any other interest;

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in any particular case or class of cases, by Ordinary Resolution of the Company.

Power to run pension schemes

92. The Directors may establish, maintain, participate in or contribute to or procure the establishment, maintenance of, participation in and contribution to any pension, superannuation, benevolent or life assurance fund, scheme or arrangement (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, benefits and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependants of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such

Power to

other company as aforesaid, or of any such person as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and to establish and contribute to any scheme for the purchase by trustees of shares in the Company or its holding company to be held for the benefit of the Company's employees and to lend money to the Company's employees to enable them to purchase such shares, and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance, benefit or emolument.

subscribe for charitable and other objects

BORROWING POWERS

93. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, assets and uncalled capital, and 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.

Power to borrow and secure borrowings

GENERAL POWERS OF DIRECTORS

94. The business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in General Meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

General power to run business

95. The Directors may establish any local 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 such local boards, or any managers or agents, and may fix their remuneration, and may delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the Directors, with power to sub-delegate, and may authorise the members of any local board, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such

Power to delegate locally

conditions as the Directors may think fit, and the Directors may remove any person so appointed, and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

Power to appoint attorneys

96. The Directors may from time to time, and at any time, by power of attorney under the Seal, appoint any corporation, firm or person, or any fluctuating body of persons, whether nominated directly or indirectly by the Directors, to be the attorney of the Company for such purposes, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles), for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

Power to establish branch register

97. The Company, or the Directors on behalf of the Company, may cause to be kept in any part of Her Majesty's Dominions outside the United Kingdom, the Channel Islands or the Isle of Man (and, if the Act shall so permit, in any other country, territory or area) in which the Company transacts business, a branch register or registers of members resident therein, and the Directors may (subject to the provisions of the Act) make and vary such regulations as they may think fit respecting the keeping of any such register.

Delegation of power to make calls as part of security

98. If any uncalled capital of the Company is included in or charged by any mortgage or other security, the Directors may delegate to the person in whose favour such mortgage or security is executed, or to any other person in trust for him, the power to make calls on the members in respect of such uncalled capital, and to sue in the name of the Company or otherwise for the recovery of moneys becoming due in respect of calls so made and to give valid receipts for such moneys, and the power so delegated shall subsist during the continuance of the mortgage or security, notwithstanding any change of Directors, and shall be assignable if expressed so to be.

Negotiable instruments

99. All cheques, promissory notes, drafts, bills of exchange, and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time by resolution determine.

DIRECTORS HOLDING EXECUTIVE OFFICE

Directors holding executive office

100. The Directors may from time to time appoint any one or more of their body to be holder of any executive office for such period and on such terms and with or without such title or titles (whether as Chairman, Deputy Chairman,

Vice-Chairman, Managing Director, Joint or Deputy or Assistant Managing Director or otherwise) as they think fit. A Director so appointed shall not, whilst holding any such office, be subject to retirement by rotation or be taken into account in determining the retirement by rotation of Directors, but he shall (subject to the terms of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors of the Company and if he shall vacate the office of Director or (subject as aforesaid) if the Directors resolve that his term of office as holder of such executive office as aforesaid be determined, his appointment as such shall ipso facto determine.

Executive emoluments

101. A Director appointed to any such office shall receive such remuneration (whether by way of salary, commission, participation in profits, provision for retirement or insurance benefit, or partly in one way and partly in another, or otherwise) as the Directors may determine.

Grant of powers to Directors

102. The Directors may entrust to and confer upon any Director appointed to any such office any of the powers exercisable by them as Directors, other than the power to make calls of forfeit shares, upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

RETIREMENT OF DIRECTORS

Continuation in office of Directors over seventy

103. Unless and until otherwise determined by the Company by Ordinary Resolution either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being re-appointed or appointed, as the case may be, as a Director notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy, and no special notice need be given of any resolution for the re-appointment or appointment or for approving the appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be re-appointed or appointed as such. For the purposes of this Article the expression "Director" shall include an alternate Director.

Vacation of office

104. The office of a Director shall be vacated in any of the following events, namely:-

(A) if (but in the case of a Director holding any executive office subject to the terms of any contract between him and the Company) he resigns his

office by notice in writing under his hand sent to or left at the office;

(B) if he becomes bankrupt or makes any arrangement or composition with his creditors generally;

(C) if he becomes of unsound mind;

(D) if he is absent from meetings of the Directors for six successive months without leave, and his alternate Director (if any) shall not during such period have attended in his stead, and the Directors resolve that his office be vacated;

(E) if he ceases to be a Director by virtue of or becomes prohibited from being a Director by reason of any order made under any provisions of the Act;

(F) if he shall be removed from office by notice in writing served upon him signed by all his co-Directors, but so that in the case of a Director holding an executive office subject to termination if he cease to be a Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages in respect of the consequent termination of his executive office.

ROTATION OF DIRECTORS

Retirement by rotation

105. Subject to the provisions of these Articles, at the first Annual General Meeting and at the Annual General Meeting in every subsequent year one third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third, shall retire from office; provided always that if in any year the number of Directors who are subject to retirement by rotation shall be two, one of such Directors shall retire, and if in any year there shall be only one Director who is subject to retirement by rotation, that Director shall retire. A Director retiring at a meeting as aforesaid shall retain office until the conclusion of that meeting.

Ascertainment of Directors to retire

106. Subject to the provisions of the Act and of these Articles, the Directors to retire in every year shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Subject as aforesaid, a retiring Director shall be eligible for re-appointment.

Filling of

107. The Company at the meeting at which a Director retires

in manner aforesaid may fill up the vacated office by appointing a person thereto, and in default the retiring Director, if willing, to act, shall be deemed to have been re-appointed, unless at such meeting it is expressly resolved not to fill the vacancy, or a resolution for the re-appointment of such Director shall have been put to the meeting and lost.

office vacated by rotation

108. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for appointment, be eligible for appointment to the office of a Director at any General Meeting unless, not less than seven nor more than forty-eight days before the day appointed for the meeting, there shall have been given to the Company notice in writing by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for appointment, and also notice in writing signed by the person to be proposed of his willingness to be appointed.

Eligible Directors

109. At a General Meeting a motion for the appointment of two or more persons as Directors by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it, and for the purposes of this Article a motion for approving a person's appointment or for nominating a person for appointment shall be treated as a motion for his appointment

Method of appointment

110. The Company may from time to time by Ordinary Resolution increase or reduce the number of Directors, and may also determine in what rotation such increased or reduced number is to retire from office.

Company's powers to alter numbers and determine rotation

111. The Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these Articles. Subject to the provisions of the Act and of these Articles, any Director so appointed shall hold office only until the conclusion of the next following Annual General Meeting, and shall be eligible for re-appointment at that meeting. Any Director who retires under this Article shall not be taken into account in determining the Directors who are to retire by rotation at such meeting

Power to appoint additional Directors

112. Without prejudice to the provisions of the Act the Company may by Extraordinary Resolution remove a Director before the expiration of his period of office (but such removal shall be without prejudice to any claim such Director may have for breach of any contract of service between him and the Company) and may, by Ordinary Resolution, appoint another person in his stead. The person so appointed shall be subject to retirement at the same time as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed or re-appointed a Director.

Power to remove Directors

PROCEEDINGS OF DIRECTORS

Board Meetings

113. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director who is also an alternate Director shall be entitled to a separate vote on behalf of the Director he is representing and in addition to his own vote. A Director may, and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.

Proxy votes at Board Meetings

114. A Director who is unable to attend any meeting of the Directors and has not appointed an alternate Director may authorise any other Director to vote for him at that meeting and in that event the Director so authorised shall have a vote for each Director by whom he is so authorised in addition to his own vote. Any such authority must be in writing or by cable, telex, radiogram or telegram, which must be produced at the meeting at which the same is to be used, and be left with the Secretary for filing.

Quorum at Board Meetings

115. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number shall be two. For the purposes of this Article an alternate Director shall be counted in a quorum, but so that not less than two individuals shall constitute the quorum. A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

Minimum number

116. The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number fixed by or in accordance with these Articles, or below the number fixed by or pursuant to these Articles as the quorum of Directors, the continuing Directors or Director may act for the purpose of filling up vacancies in their body or of summoning General Meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act, then any two members may summon a General Meeting for the purpose of appointing Directors.

Chairman of Board

117. The Directors may, from their number, from time to time elect and remove a Chairman and, if thought fit, one or more Deputy Chairmen and/or Vice-Chairmen and determine the period for which they are to hold office. The Chairman, or in his absence the Deputy Chairman (to be chosen, if there be more than one, by agreement amongst themselves, or, failing agreement, by lot), or in the absence of any Deputy Chairman the Vice-Chairman (to be chosen, if there be more than one, as aforesaid), shall preside at all meetings of the Directors, but if no such Chairman, Deputy Chairman or Vice-Chairman be

elected, or if at any meeting the Chairman and no Deputy Chairman or Vice-Chairman be present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Written Board Resolution

118. A resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one or more of the Directors; and so that any such resolution or document signed by an alternate Director shall be deemed to have been signed by the Director who appointed such alternate Director.

Committees

119. The Directors may delegate any of their powers to committees consisting of such members or member of their body as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations imposed by the Directors under this Article.

Defects in appointment

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

EXECUTIVE AND OTHER DIRECTORS

Appointment of Non-Board Directors

121. The Directors may from time to time, and at any time, pursuant to this Article appoint any other persons to any post with such descriptive title including that of Director (whether as executive, group, divisional, departmental, deputy, assistant, local, advisory director or otherwise) as the Directors may determine and may define, limit, vary and restrict the powers, authorities and discretions of persons so appointed and may fix and determine their remuneration and duties, and subject to any contract between him and the Company may remove from such post any person so appointed. A person so appointed shall not be a Director of the Company for any of the purposes of these Articles or of the Act, and accordingly shall not be a member of the Board of Directors or of any committee thereof, nor shall he be entitled to be present at any meeting of the Board of Directors or of any such committee, except at the request of the Board of Directors or of such committee, and if present at such request he shall not be entitled to vote thereat.

MINUTES AND BOOKS

Minutes and books

122. The Directors shall cause minutes to be made -

(A) of all appointments of officers made by the Directors;

(B) of the names of the Directors present at each meeting of Directors and of any committee of Directors;

(C) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company and of the Directors and of committees of Directors.

Any such minutes if purporting to be signed by the Chairman of the meeting at which the proceedings took place, or by the Chairman of the next following meeting, shall be evidence of the proceedings.

Loose-leaf books

123. Subject as required by law any register, index, minute book, book of account or other book required by these Articles or by law to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

SECRETARY

Secretary

124. The Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors, but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

Absence of Secretary

125. Anything by the Act required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors; provided that any provision of the Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary.

THE SEAL

Seal

126.

(A) The Directors shall provide for the safe custody of the seal and the seal shall not be affixed to any instrument, except by the general or special

authority of a resolution of the Directors, or of a committee of the Directors authorised in that behalf. The Directors may from time to time make such regulations as they think fit (subject to the provisions of these Articles) determining the persons and the number of such persons who shall sign every instrument to which the Seal is affixed. Until otherwise so determined, every such instrument shall be signed by a Director and countersigned by the Secretary or another Director, and in favour of any purchaser or person bona fide dealing with the Company, the signatures of such persons shall be conclusive evidence of the fact that the Seal has been properly affixed.

(B) Every certificate of shares, debentures, debenture stock or representing any other form of security of the Company (other than letters of allotment, receipts for securities or certificates of deposit) shall be issued under the Seal or under any official seal kept by the Company pursuant to Section 40 of the Act.

(C) Each certificate to which the Seal shall be affixed shall bear the autographic signatures of at least one Director and the Secretary or other person acting in the place of the Secretary, provided that the Directors may by resolution determine (either generally or in any particular case or cases) that such signatures shall be dispensed with, or shall be affixed by means of some method or system of mechanical signature

(D) Each certificate to which such official seal as is referred to in paragraph (B) of this Article shall be affixed need not bear any signatures.

Foreign seal

127. The Company may have an official seal for use abroad under the provisions of the Act where and as the Directors shall determine, and the Company may by writing under the Seal appoint any agent or committee abroad to be the duly authorised agent of the Company for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as shall be thought fit. Wherever in these Articles reference is made to the Seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

AUTHENTICATION OF DOCUMENTS

Authentication

128. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to

certify copies thereof or extracts therefrom as true copies or extracts. A document purporting to be a copy of a resolution or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS

Power to apply profits

129. The profits of the Company available for dividend and resolved to be distributed shall be applied in the payment of dividends to the members in accordance with their respective rights and priorities. The Company in General Meeting may declare dividends accordingly.

Limits on dividend

130. No dividend shall be payable except out of the profits of the Company, and no dividend shall exceed the amount recommended by the Directors.

Quantification of dividend

131. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof 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. 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, except that if any share is issued on terms providing that it shall carry any particular rights as to dividend, such share shall rank for dividend accordingly.

Interim dividends

132. The Directors may if they think fit from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company. If at any time the share capital of the Company is divided into different classes, the Directors may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferred rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and the Directors may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if they are of opinion that the profits justify the payment. Provided that Directors act bona fide they shall not incur any responsibility to the holders of shares conferring a preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferred rights.

Pre-acquisition profits

133. Subject to the provisions of the Act or as otherwise required by law, where any asset, business or property is bought by the Company as from a past date, whether such date be

before or after the incorporation of the Company, the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

Deduction from dividend

134. The Directors may deduct from any dividend or other moneys payable to any member on or in respect of a share all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

Retention of dividends

135. The Directors may retain the dividends payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to transfer, until such person shall become a member in respect of such shares or shall transfer the same.

Unclaimed dividends

136. All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed and the payment of any such dividend into a separate account or the investment of such dividend shall not constitute the Company a trustee in respect thereof. No dividend shall bear interest as against the Company. Any dividend which has remained unclaimed for a period of twelve years from the date of declaration thereof shall at the expiration of that period be forfeited and cease to remain owing by the Company and shall thenceforth belong to the Company absolutely.

Method of paying dividends

137. Any dividend or other moneys payable on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto and in the case of joint holders to any one of such joint holders - to such person and such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such other person as the holder or joint holders may in writing direct, and payment of the cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

Joint holders

138. If several persons are registered as joint holders of any share, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share.

Dividends paid in specie

139. A General Meeting declaring a dividend may, upon the recommendation of the Directors, direct payment of such

dividend wholly or in part by the distribution of specific assets, and in particular of paid-up shares, debentures or other securities or rights of any other company, and the Directors shall give effect to such resolution; and where any difficulty arises in regard to the distribution they may settle the same as they think expedient, and in particular may issue fractional certificates, and may fix the value for distribution of such specific assets or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of members, and may vest any specific assets in trustees upon trust for the persons entitled to the dividend as may seem expedient to the Directors, and generally may make such arrangements for the allotment, acceptance and sale of such specific assets or fractional certificates or any part thereof and otherwise as they think fit.

RESERVES

Reserves

140. The Directors may before recommending any dividend, whether preferential or otherwise, carry to reserve out of the profits of the Company (including any premiums received upon the issue of debentures or other securities or rights of the Company) such sums as they think proper as a reserve or reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may properly be applied and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the company or its holding company, if any) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think it prudent not to divide.

DISTRIBUTION OF CAPITAL GAINS

Capital gains

141. Notwithstanding anything in any other of these Articles, the Company may by Ordinary Resolution on the recommendation of the Directors determine that any realised accretion of capital assets shall be divided among the members in proportion to the amounts paid up on the Ordinary Shares held by them respectively.

CAPITALISATION

Capitalisation of reserves

142. The Company may by Ordinary Resolution, upon the recommendation of the Directors, resolve that it is desirable to capitalise any undivided profits of the Company standing to the credit of profit and loss account or otherwise available for distribution (not being required for paying the fixed dividends on any shares entitled to fixed preferential dividends with or without further participation in profits) or any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) and accordingly that the Directors be authorised and directed to appropriate the profits or sum resolved to be capitalised to the

members in the proportion in which such profits or sum would have been divisible amongst them had the same been applicable and had been applied in paying dividends. and to apply such profits or sum on their behalf, either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by such members respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or partly in one way and partly in the other; provided that the account and the capital redemption reserve fund may, for the purposes of this Article, only be applied in paying up of unissued shares to be issued to members fully paid.

143. Whenever such a resolution as aforesaid shall have been passed, the Directors shall make all appropriations and applications of the profits or sum resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, or to make provision whereby the benefit of fractional entitlements accrue to the Company rather than to the members concerned, and also to authorise any person to enter on behalf of all the members entitled to the benefit of such appropriations and applications into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, and any agreement made under such authority shall be effective and binding on all such members.

Procedure on capitalisation

ACCOUNTS

144. The Directors shall cause proper books of account to be kept in accordance with the Act. The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Directors think fit, and shall always be open to inspection by the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors or by the Company in General Meeting.

Books of account

145. The Directors shall from time to time, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are specified in the Act.

Accounts

146. The Auditors' report shall be read before the Company in General Meeting and shall be open to inspection as required by the Act

Auditors' report

147. A copy of every balance sheet and profit and loss account which is to be laid before a General Meeting of the Company (including every document required by law to be attached or annexed to the accounts) shall not less than twenty-one days before the date of the meeting be sent to every member and to every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or of these Articles; provided that this Article shall not require a copy of these documents to be sent to more than one of joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office. Whenever quotation on any Stock Exchange in the United Kingdom for all or any of the shares or debentures of the Company shall for the time being be in force, there shall be forwarded to the appropriate officer of such Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

Right to receive accounts

148. Every account of the Company, when audited and approved by an Annual General Meeting, shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever such an error is discovered within that period, the account shall forthwith be corrected and thereupon shall be conclusive.

Accuracy of accounts

AUDITORS

149. Auditors shall be appointed and their duties, powers, rights and remuneration regulated in accordance with the provisions of the Act. Subject to the provisions of the Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Auditors

150. Once at least in every year after the year in which the Company is incorporated the accounts of the Company shall be examined and the correctness of the balance sheet, profit and loss account and group accounts (if any) ascertained by an Auditor or Auditors.

Periodic accounts

151. The Auditor or Auditors shall be entitled to attend any General Meeting and to receive notices of and other communications relating to any General Meeting which any member is entitled to receive, and to be heard at any General Meeting on any part of the business of the meeting which concerns him or them as Auditor or Auditors.

Rights of Auditors

NOTICES

How notice is given

152. Any notice or document may be given or served by the Company on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his address as appearing in the register of members. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register of members in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.

Members without UK addresses

153. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give 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 such address, but, save as aforesaid, no member other than a member described in the register of members by an address within the United Kingdom shall be entitled to receive any notice from the Company

Assumption that notice received

154. Any member present, either in person or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

Successors bound

155. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by any notice in respect of such share which previously to his name and address being entered on the register of members shall have been duly given to a person from whom he derives his title to such shares.

Advertisement

156. Any notice required to be given by the Company to the members or any of them, and not provided for by or pursuant to these Articles, shall be sufficiently given if given by advertisement which shall be inserted once in at least one leading daily newspaper published in London.

Timing of notices

Method of posting

157. Save as otherwise provided by the Act or by these Articles, any notice shall be exclusive of the day on which it is served or deemed to be served, and of the day for which it is given. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter, envelope, card or cover containing the same is posted, and in proving such service it shall be sufficient to prove that the letter, envelope, card or cover containing the notice or document was properly addressed and duly posted. A notice to be given by advertisement shall be deemed to have been served on the day which the advertisement appears.

Dead or bankrupt members

158. Any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles, shall, notwithstanding that such member be then dead or bankrupt, and whether or not the Company have notice of his death or bankruptcy, be deemed to have been duly served in respect of any share registered in the name of such member as

sole or joint holder, unless his name shall, at the time of the service of the notice or document, have been removed from the register of members as the holder of the share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

WINDING UP

Powers on winding up

159. If the Company shall be wound up (whether the liquidation is altogether voluntary, under supervision or by the court) the Liquidator may, with the authority of an Extraordinary Resolution, divide among the members in specie the whole or any part of the assets of the Company, and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds, and may for such purposes set such value as he deems fair upon any one or more class or classes of property, and may determine how such division shall be carried out as between the members or different classes of members. The Liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the Liquidator, with the like authority, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any shares in respect of which there is a liability.

INDEMNITY

Indemnity

160. Subject to the provisions of the Act, every Director or other officer and Auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

G V T[illegible]
20 Copthall Avenue
London EC2
Solicitor

P S O ROBERTS
20 Copthall Avenue
London EC2
Solicitor

Dated this 17th day of September, 1970.

Witness to the above signatures -
T P LEE
20 Copthall Avenue
London EC2
Solicitor

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Registered No. 990937

NC
- 7 DEC 1992
£50 FEE PAID
COMPANIES
HOUSE

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at the registered office of the Company, 1 Balloon Street, Manchester M60 4EP on 1st December, 1992, the following SPECIAL RESOLUTION was passed:-

"That the Company's name be changed to "The Co-operative Bank p.l.c." with effect from 10th January, 1993".

R.K. JONES
SECRETARY

COMPANIES HOUSE
- 5 DEC 1992
M
70

FILE COPY

CERTIFICATE OF INCORPORATION

ON CHANGE OF NAME

No. 990937

I hereby certify that

CO-OPERATIVE BANK PUBLIC LIMITED COMPANY

having by special resolution changed its name,

is now incorporated under the name of

THE CO-OPERATIVE BANK p.l.c.

Given under my hand at the Companies Registration Office,

Cardiff the 10 JANUARY 1993

F. A. JOSEPH

an authorised officer

HC0088