

THE COMPANIES ACT 1985

COMPANY LIMITED BY
SHARES

SPECIAL RESOLUTIONS

of

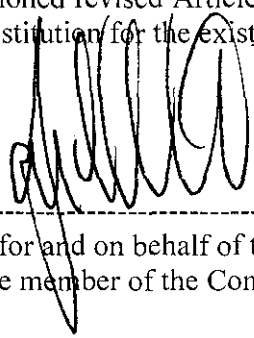
LOUIS DREYFUS TRADING LIMITED

Passed 28th December, 2001

AT an Extraordinary General Meeting of the above-named Company, duly convened, and held on 28th December 2001, the following Resolutions were passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT the provisions of the Memorandum of Association of the Company be altered by substituting therefor the provisions set out in the print of the revised Memorandum of Association of the Company marked "A" now produced to the Meeting and for the purposes of identification signed by the Chairman thereof;
2. THAT the authorised share capital of the Company be increased by the creation of 31,500,000 (thirty-one million five hundred thousand) cumulative fixed dividend preference Shares of 1 (one) US\$ (united states dollar) each and that the entirety of these shares be allotted at par fully paid to URUGRAIN having attached thereto the rights, and being subject to the restrictions, set out in the in the revised Articles of Association of the Company a print of which marked "B" is now produced to the Meeting and for the purposes of identification signed by the Chairman and further that the directors be unconditionally authorised pursuant to section 80 of the Companies Act 1985 to effect the aforesaid allotment.
3. THAT the above mentioned revised Articles of Association be approved and adopted by the Company in substitution for the existing Articles of Association.



for and on behalf of the
sole member of the Company



THE COMPANIES ACTS 1948 to 1980
and
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(As altered by Special Resolutions
passed 25th February 1982, 11th January 1996 and 28th December 2001

of

LOUIS DREYFUS TRADING LIMITED

- 1 The name of the Company is "LOUIS DREYFUS TRADING LIMITED".
- 2 The registered office of the Company will be situate in England.
- 3 The objects** for which the company is established are:
- (a) To carry on the business of shippers, merchants, brokers, commission agents, factors, importers and exporters of and dealers in cereals of all kinds, seeds, oilseeds, oilcakes, cotton, sugar, jute, rice, ricebran, beans, peas, feeding stuffs for cattle, horses, dogs, poultry and other animals, vegetable and fish oils, fish meals and produce and merchandise of all kinds, and of and in all or any of the products thereof.
- (b) To carry on business as general merchants and mercantile agents, contractors, manufacturers of and merchants and dealers in any and every kind of article of

* Name changed on 14th December, 1981

** The objects set out in clause 3 were substituted for the original objects by special Resolution passed on 11th January 1996.

any description and material, merchants and dealers in raw material of every kind, haulage and transport contractors, warehousemen, wharfingers, ship and barge owners, ship agents and any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company.

- (c) To carry on all or any of the businesses of manufacturers, mercantile and other agents, factors, distributors, shippers, importers, exporters, consignors, buyers and sellers (wholesale and retail), charterers, shipowners, warehousemen, merchants, builders, developers of and dealers in commodities, merchandise, goods and articles of all kinds whether manufactured in whole or in part or whether grown, cultivated, taken, processed or produced in any part of the world; to deal in commodities of all kinds which can conveniently be dealt with in connection with any of the aforesaid businesses or which may be required by customers or for persons dealing with the Company; to carry on and execute all kinds of commercial, trading, financial and other operations; and generally to carry on any other trade or business whatsoever which may seem to the Directors capable of being carried on advantageously in connection with the above businesses, or calculated directly or indirectly to enhance the value or facilitate the realisation of any of the Company's property or rights.
- (d) To buy, sell, manufacture, repair, improve, refine, manipulate, import, export, prepare for market, barter, exchange, pledge, make advances upon and generally trade and deal in all kinds of produce, stores, wares, raw and other materials, substances, plant, machinery, apparatus, tools utensils, articles and things for the purpose of or capable of being used in or in connection with any of the above objects.
- (e) To carry on all or any of the businesses of operators and owners of ships, vessels, tugs, lighters, barges, boats, drillships, oil rigs and drills, work sea platforms, hovercraft, aeroplanes and aircraft of all descriptions and to carry on all or any of the businesses of salvage and towage contractors, lightermen,

shippers, carriers by land, air and water, forwarding agents, warehousemen, wharfingers, stevedores, storekeepers, dock and wharf owners, harbour masters, merchants, traders, importers and exporters of all kinds of goods, surveyors, underwriters and insurers of ships, merchandise, goods, freight and other property, and dealers in articles, goods and chattels of every kind, and to buy and sell merchandise for freighting in the ships, vessels, tugs, lighters, barges, boats, hovercraft, aeroplanes and aircraft of or controlled or managed by or under charter to the Company.

- (f) To employ in trading or in the carriage of goods, merchandise, passengers, mails, letters, munitions, livestock, live and dead meat or other things, or for surveying, signalling, dredging, laying telegraph or other cables, public or private works, or otherwise, the ships, vessels, tugs, lighters, barges, boats, drillships, oil rigs and drills, work sea platforms, hovercraft, aeroplanes or aircraft of the Company, or under charter to the Company, and to let on hire or charter or otherwise employ all the aforesaid for profit.
- (g) To employ ships' husbands, managers, agents, supercargoes, clerks, mariners, seamen, engineers, firemen, apprentices, boys, stevedores, pilots, stewards and other servants and persons in and about and for any of the work and business of the Company.
- (h) To enter into negotiations for any contract, and to contract with any municipal, local or other public or private body, company, firm or person for the benefit of any contracts, licences, concessions, whether for the carriage of mails, letters, passengers, livestock, goods or howsoever otherwise, and to resell or sublet any concessions or licences obtained or contracts entered into.
- (i) To insure all or any of the ships, vessels, tugs, lighters, barges, boats, drillships, oil rigs and drills, work sea platforms, hovercraft, aeroplanes and aircraft, cargoes, freights, outfits, or any other property of or managed by the Company, and either on the mutual principle or otherwise and to accept the whole or any part of the marine risk and liability of the Company's

underwriters, and also to carry on the business of marine insurance in all its branches, and to effect re-insurance and counter-insurance.

- (j) To purchase, take on lease or in exchange, hire or otherwise acquire and hold, for any estate or interest, and manage any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade and any heritable or moveable real or personal property of any kind.
- (k) To purchase or otherwise acquire, dispose of, protect, extend and renew any patents, registered designs, trade marks, and service marks (whether registered or not) copyright, design right or any similar property rights including those subsisting in inventions, designs, drawings, performances, computer programs, semi-conductor topographies, confidential information, business names, goodwill and the style of presentation of goods or services and applications for protection thereof which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, receive or grant licences in respect of or otherwise turn to account any of the same for any purpose whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects.
- (l) To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue on commission or otherwise underwrite, subscribe for and take or guarantee the payment of any dividend or interest on any shares, stocks, debentures or other capital or securities or obligations of any such companies, syndicates or other bodies, and to pay or provide for brokerage commission and underwriting in respect of any such issue.
- (m) To enter into partnerships or into any arrangement for sharing profits, union of interests, co-operation or otherwise with any person or company for the purpose of carrying on business within any of the objects of the Company.

- (n) To carry on any other business which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (o) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person, body or company carrying on any business which this Company is authorised to carry on, or possessed of property, assets or rights suitable for any of the objects of the Company.
- (p) To develop, work, improve, manage, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property, assets or rights of the Company, to surrender or accept surrender of any lease or tenancy or rights, and to sell or deal with the property, assets, business, rights or undertaking of the Company, or any part thereof, and on such terms and for such consideration as the Company may think fit, and including for cash or shares, debentures or securities of any other company.
- (q) To build, construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, equipment or otherwise as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell, lease or otherwise acquire and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- (r) To manage and conduct the affairs of any companies, firms, bodies and persons carrying on business of any kind whatsoever, and in any part of the world.
- (s) To enter into, carry on and participate in financial transactions and dealings and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions, dealings and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.

- (t) To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, shares or other securities, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares or securities of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance or pledge.
- (u) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any moneys whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business.
- (v) To grant indemnities of every description and to undertake obligations of every description.
- (w) To make, draw, accept, exchange, endorse, negotiate, execute and issue promissory notes, bills of exchange or other negotiable instruments or payment orders and to receive money on deposit or loan.

- (x) To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (y) To pay for any property or rights acquired by the Company in such manner as the Company may think fit, including payment either in cash or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (z) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company in such manner as the Company may think fit, including payment either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine.
- (aa) While the Company remains a private company, and subject to the provisions of the Companies Act 1985, to:
 - (i) remunerate or undertake to remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him it or them of shares or securities of the Company credited as paid in full or in part or otherwise; and
 - (ii) give financial assistance (within the meaning of section 152(1)(a) Companies Act 1985).

- (ab) To make loans or donations, either in cash or of other assets, to, or enter into any arrangements whatsoever for the benefit of, such persons and in such cases whatsoever as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- (ac) To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (ad) To subscribe for, purchase or otherwise acquire, take, hold, or sell any shares or stock, bonds, debentures or debenture stock, or other securities or obligations of any person, firm, government or other authority or issuer (including any subsidiary of the Company) and to invest, deal with or lend any of the moneys of the Company in such manner, with or without security and on such terms as the Company may think fit.
- (ae) To amalgamate with any other company either whose objects are or include objects similar to those of the Company or which is possessed of property, assets or rights suitable for any of the purposes of the Company and on any terms whatsoever.
- (af) To procure the Company or any branch or representative of it to be registered or recognised in any country or place abroad or with any applicable regulatory authority.
- (ag) To obtain any provisional or other order or Act of Parliament of the United Kingdom or of the legislature of any other State or jurisdiction for enabling the Company to carry any of its objects into effect, or for effecting any modifications to the Company's constitution, or for any other purpose which may seem expedient, and to oppose or make representations in connection with any proceeding, proposal or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.

- (ah) To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- (ai) To insure the life of any person who may, in the opinion of the Company, be of value to the Company as having or holding for the Company interests, goodwill or influence or other assets and to pay the premiums on such insurance.
- (aj) To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities, loans and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment, or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or may be connected with any place where the Company carries on business; to institute and maintain any institution, association, society, club or other establishment or profit-sharing scheme, share incentive scheme or employees' share scheme calculated to advance the interests of the Company or to benefit such persons; to institute and maintain or assist in the institution or maintenance of any scheme calculated to promote the purchase or holding of shares of or securities in the Company by the public, any section thereof or such persons; and, subject to the provisions of the Act, to lend money or make payments to, or guarantee or give an indemnity in respect of, or to give any financial or other assistance to, any such persons or trustees on their behalf or any other person, for the purposes of, or to facilitate the institution or maintenance of, any such schemes; to join, participate in and subsidise or assist any association of employers or employees or any trade association; and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object or for any exhibition; the said persons are any persons who are or were at any time in the employment or service of the

Company or of any of its businesses or of any company which was or is for the time being the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or is otherwise associated with the Company or any of its businesses or who are or were at any time directors or officers of the Company or of such other company or business as aforesaid, or holding or who hold or who held any salaried employment or office in the Company or such other company or business, and the families (including former spouses) of them or any person who is or was dependent on them.

- (ak) To purchase and maintain insurance for the benefit of any persons who are or were at any time directors, officers or employees of the Company or any other company which is a subsidiary or subsidiary undertaking of the Company or in which the Company has any interest, whether direct or indirect, or who are or were at any time trustees of any pension fund in which any employee of the Company or of any other such company or subsidiary undertaking are or have been interested indemnifying such persons against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may be lawfully insured against.
- (al) To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, claims, demands, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive or expedient for the advantage or protection of the Company.
- (am) To do all or any of the above things in any part of the world and either as principals, agents, attorneys, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- (an) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:

- (i) the word "**company**" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and
- (ii) the objects set forth in each sub-clause of this clause shall not be restrictively construed, but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.

(4) The liability of the members is limited.

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

Note:-

* The capital of the Company was increased on 23rd December, 1981 to £1,000,000 by the creation of 999,900 additional shares of £1 each.

The capital of the Company was increased on 30th January, 1989 to £2,500,000 by the creation of 1,500,000 additional shares of £1 each.

The capital of the Company was reduced on 8th February, 1993 from £2,500,000 to nil.

The capital of the Company was increased on 8th February, 1993 to US \$20,000,000 by the creation of 20,000,000 Ordinary Shares of 1 US Dollar each.

The capital of the Company was increased on the 28th December 2001 to US\$ 51,500,000 by the creation of 31,500,000 non-voting cumulative redeemable preference shares of 1 US dollar each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
DAVID KEARSLEY, 5B Aigburth Drive Liverpool 17	One
Solicitors Articled Clerk	
GLORIA PATRICIA LIPTON March House 24 Dudlow Lane Liverpool 18	One
Solicitors Articled Clerk	

DATED this 7th day of April, 1971

WITNESS to the above signatures:

ANNE CLAUDIA HARTLEY
1 Kirkland Road
Wallasey
Cheshire

Secretary

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LOUIS DREYFUS TRADING LIMITED

(Adopted by Special Resolution
passed on 28th December 2001)

1 Preliminary

1.1 In these Articles:

“the Act” means the Companies Act 1985 (as amended).

“Table A” means Table A in the Companies (Table A to F) Regulations 1985 as amended by the Companies (Table A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A.

“the Statutes” means the Act and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

- 1.2 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.**

- 1.3 Regulations 38, 73 and 78 inclusive, 87, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

2. Shares

- 2.1. At the date of adoption of these articles the authorised share capital of the Company is US\$ 51,500,000 divided into 20,000,000 Ordinary Shares of US\$1 each and 31,500,000 non-voting cumulative redeemable Preference Shares of US\$1 each. The Shares shall entitle the holders of those shares to the respective rights and privileges and subject them to the respective restrictions and provisions contained in these articles.
- 2.2. The Ordinary Shares and the Preference Shares shall be separate classes of shares each with the rights and restriction herein set out.
- 2.3. Subject to the provisions of article 2.4 below, the pre-emption provisions of sub-section 89(1) of the Act and the provisions of sub-sections 90(1) to (6) inclusive of the Act shall not apply to any allotment of the Company's equity securities.
- 2.4. Subject to the Act and to article 2.3 above, the directors have general and unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decide but no share may be issued at a discount.
- 2.5. The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of adoption of these Articles, unless previously renewed, varied or revoked by the Company in general meeting.

- 2.6. The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by article 2.4 and 2.5 is the amount of the authorised but unissued share capital of the Company at the date of adoption of this article or, where the authority is renewed, at the date of that renewal.
- 2.7. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine.
- 2.8. The rights and restrictions attaching to the Ordinary Shares and the Preference Shares in respect of income and capital shall be as follows:-
- (i) Income: the profits available for distribution shall be distributed first to the holders of the Preference Shares so that they shall receive a fixed dividend of not less than 2.5% p.a. on the Preference Shares and after the payment aforesaid amongst the holders of the " Ordinary Shares *pari passu* according to the amounts paid up or credited as paid up thereon provided always that if any year there is insufficient distributable profit to pay to the holders of the Preference Shares in full the fixed dividend of 2.5% p.a. any part of such fixed dividend that is not so paid shall be cumulative and the shortfall (if any) shall be paid to the holders of Preference Shares before any dividend on Ordinary Shares from the profits available for distribution in the next or subsequent years.
 - (ii) Capital: On a return of assets on liquidation or otherwise other than on the redemption of shares of any class or the purchase by the Company of its own shares the assets of the Company remaining after the payment of its liabilities shall be distributed firstly to the holders of the Preference Shares until they shall have been paid the full amount paid up or credited as paid up in respect of such Preference Shares and after repayment as aforesaid amongst the holders of the Ordinary Shares *pari passu* according to the amounts paid up or credited as paid up thereon.

3 Lien

3.1 The lien conferred by regulation 8 shall apply to:

- (a) all shares of the Company whether fully paid or not;
- (b) to all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder thereof or one of several joint holders;

and shall be for all indebtedness or other liability to the Company of any member.

Regulation 8 shall be modified accordingly.

4 Transfer of shares

4.1 The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 shall be modified accordingly.

4.2 The directors shall not register any transfer of the Preference Shares save with the prior consent in writing of the directors of Louis Dreyfus & Co Limited.

5 General meetings

5.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting, other than one called for the passing of an elective resolution, may be called by shorter notice if it is so agreed:

- (a) in the case of an 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, being a majority together holding not less than 95 per cent. in nominal value of the Ordinary Shares giving that right or such lesser percentage, not being less than 90 per cent., as may be specified in or pursuant to any elective resolution passed by the Company.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

Subject to the provisions of these Articles and to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the Directors and the auditors.

The holders of Preference Shares shall have no right to attend General Meetings or to vote upon any matters including those affecting the rights of the holders of the said Preference Shares and all references in Table A to "Votes of Members" (Articles 54-63) shall specifically exclude the holders of Preference Shares.

5.2 The following provisions of this Article apply if the Company has only a single member:

- (a) regulation 40 shall be modified by the insertion at the end of that regulation of the following proviso: "provided that if the company has only a single member, the quorum shall be one such person."; and
- (b) if the single member takes any decision which may be taken by the Company in general meeting and which has effect as if agreed by the Company in general meeting, the single member shall (unless the decision is taken by way of a written resolution) provide the Company with a written record of that decision. However, failure to do so shall not effect the validity of such decision.

5.3 Regulation 37 shall be modified by:

- (a) the substitution of the words "seven weeks" for the words "eight weeks";
and
- (b) the deletion of the second sentence thereof and by the addition at the end of the regulation of the following sentence: "If the company has only a single member, such member shall be entitled at any time to call a general meeting."

- 5.4 Regulation 41 shall be modified by the addition at the end of that regulation of the following sentence: "If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved. Provided that if the company has only a single member, the preceding provisions of this regulation as to adjournment shall not apply and, if within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned."
- 5.5 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 5.6 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company and to be signed by a Director or the secretary of the Company.
- 5.7 Before a resolution in writing is executed, the Company, if it is required by section 381B of the Act to do so:

- (a) shall send a copy of the proposed resolution to the auditors; and
- (b) shall ensure that the resolution is not passed unless either it has received the auditors' notification in the terms of section 381B(3)(a) of the Act or the period for giving a notice under section 381B(2) has expired without any notice having been given to the Company by the auditors in accordance with that sub-section.

5.8 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

6 Powers and duties of Directors

6.1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.

6.2 The Directors may exercise all the powers of the Company contained in clause 3(a) of the Memorandum of Association of the Company.

7 Appointment, removal and disqualification of Directors

7.1 Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, the holder or holders for the time

being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or (in the case of a member being a corporation) signed on its behalf by one of its directors or its secretary and shall take effect upon lodgment at the registered office of the Company.

7.2 The office of a Director shall be vacated if he is removed from office under Article 7.1. Regulation 81 shall be modified accordingly.

7.3 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 70, and any person proposed to be appointed a Director shall be capable of being appointed as a Director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

7.4 Regulation 88 shall be modified by the deletion of the third sentence thereof.

8 Rotation of Directors

8.1 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

9 Alternate Directors

- 9.1 Any appointment or removal of an alternate Director made under Table A shall be delivered at the registered office of the Company. In regulation 65 the words "approved by resolution of the directors and" shall be deleted.
- 9.2 If his appointor is for the time being absent from the United Kingdom or otherwise not available the signature of an alternate Director to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall be deemed to be a Director for the purpose (inter alia) of signing instruments pursuant to Article 11.
- 9.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements with the Company and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration, except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.
- 9.4 Regulation 66 shall be modified by the deletion of the second sentence thereof.

10 Proceedings of Directors

- 10.1 Any Director or member of a committee of the Directors may participate in a meeting of the Directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
- 10.2 The following sentence shall be inserted after the first sentence of regulation 72:
"Any committee shall have power unless the Directors direct otherwise to co-opt

as a member or members of the committee any person or persons although not being a Director of the Company."

- 10.3 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.

11 The seal

- 11.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.
- 11.2 If the Company has a common seal, the Company may also 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 common seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the common seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

12 Notices

- 12.1 Every Director of the Company and every alternate Director shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.

- 12.2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.
- 12.3 In the first sentence of regulation 112 the words "(or at such other address, whether within or outside the United Kingdom, as he may supply to the company for that purpose)" shall be inserted after "registered address".
- 12.4 A notice posted to an address outside the United Kingdom shall be deemed, unless the contrary is proved, to be given at the expiration of 7 days after the envelope containing it was posted and regulation 115 shall be amended accordingly.
- 12.5 Regulation 116 shall be modified by the substitution of the words "the address, if any, whether within or outside the United Kingdom" for the words "the address, if any, within the United Kingdom" in the first sentence thereof.

13 Indemnity

- 13.1 Subject to the provisions of, and so far as may be consistent with, the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach

of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.