Company No. 1306335

THE COMPANIES ACTS 1985 AND 2006

COMPANY LIMITED BY SHARES

PRINT OF WRITTEN RESOLUTION OF THE MEMBER

of

IMAGINATION TECHNOLOGIES LIMITED

("Company")

Passed on 7 September 2009

Pursuant to chapter 2 of part 13 Companies Act 2006, the following resolutions ("**Resolutions**") which were proposed as ordinary and special resolutions, as indicated below, were duly passed in writing on the above date:

ORDINARY RESOLUTION

THAT for the purposes of paragraph 47 of Part 3 of Schedule 4 to The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007, authorisation may be given by the directors of the Company in accordance with section 175(5)(a) Companies Act 2006.

SPECIAL RESOLUTION

THAT the articles of association in the form attached to these proposed Resolutions be adopted as the new articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company.

SIGNED for and on behalf of)
IMAGINATION TECHNOLOGIES LIMITED)

Anthony Lewellyn
Director/Secretary

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Company Number: 1306335

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

IMAGINATION TECHNOLOGIES LIMITED

Incorporated in England and Wales on 1 April 1977
under the Companies Acts 1948 to 1967

Adopted under the Companies Acts 1985 and 2006
by special resolution on 7 September 2009

Adopted by the board
Anthony Lovelly
COMPANY SECRETARY
7 - 9 - 09

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ARTICLES OF ASSOCIATION

-of-

IMAGINATION TECHNOLOGIES LIMITED

(the "Company")

1. PRELIMINARY

1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, SI 1985/805, as amended for private companies limited by shares and as in force at the date of adoption of these Articles ("Table A"), apply to the Company, except to the extent that they are excluded or modified by these Articles, and those regulations (so far as applicable) and the following provisions of these Articles together constitute the Articles of Association of the Company.

1.2 References in these Articles to any Regulation are to the relevant numbered regulation of Table A.

1.3 Table A shall apply as if the words "these regulations" were deleted (wherever appearing) and replaced by the words "these Articles".

1.4 For so long as there is only one member of the Company, references in these Articles to members or which imply the existence of more than one member shall be construed as references to the one member for the time being of the Company.

1.5 The definitions of "Act", "clear days", "communication", "electronic communication" and "secretary" in Regulation 1 shall not apply.

1.6 Regulation 1 shall apply as if the final sentence beginning "Unless the context otherwise requires" and ending "binding on the company" were deleted.

1.7 In these Articles (unless the context requires otherwise):

1.7.1 **"Act"** shall mean the Companies Act 1985 to the extent in force from time to time and the Companies Act 2006 to the extent in force from time to time;

1.7.2 **"Associate"** in relation to any company shall mean any other company which is for the time being a holding company of that company or a wholly-owned subsidiary of that company or of any such holding company;

1.7.3 **"clear days"** shall mean in relation to a period of notice, a period of the specified length excluding the day on which the notice is given and the day for which it is given or on which it is to take effect;

1.7.4 **"Companies Act 1985"** shall mean the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

1.7.5 **"Companies Act 2006"** shall mean the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

1.7.6 **"Group Companies"** shall mean the Company and its subsidiary undertakings from time to time, and a reference to a "Group Company" shall be a reference to any one of them; and

1.7.7 **"secretary"** shall mean the secretary of the Company, if any, or any other person appointed to perform the duties of the secretary of the Company including a joint, assistant or deputy secretary, if any.

1.8 In these Articles (if not inconsistent with the subject or context or otherwise defined in these Articles) any words or expressions defined in the Companies Act 1985 or the Companies Act 2006 (in each case as in force on the date of adoption of these Articles, or any part of these Articles, and excluding any statutory modification thereof not in force at the date of adoption of these Articles, or that part) shall bear the same meaning in these Articles or that part (as the case may be).

2. SHARE CAPITAL

2.1 The authorised share capital of the Company at the date of adoption of these Articles is £15,000,000 divided into 15,000,000 ordinary shares of £1 each.

2.2 The directors may not exercise any powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985) except with the prior consent of the holder(s) of not less than a majority of the voting rights attaching to the issued share capital of the Company.

2.3 Subject to the provisions of these Articles, the directors are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to a maximum aggregate nominal amount of £15,000,000. The authority conferred on the directors by this Article shall expire on the fifth anniversary of the date of adoption of these Articles unless previously revoked, varied or renewed by the Company in general meeting. The Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.

3. SHARE CERTIFICATES

Regulation 6 shall apply as if the words "or executed by the Company in the manner expressed by the Act to have the same effect as if executed under the common seal of the Company" were inserted after the word "seal" in the second sentence of that Regulation.

4. LIENS, CALLS AND FORFEITURE

Regulations 8 to 11 inclusive and Regulations 17 to 22 inclusive shall not apply.

5. **TRANSFER OF SHARES**

5.1 Except as required by the Act or otherwise by law, the directors shall not refuse to register (and shall register) the transfer of a share as soon as practicable and in any event within two months after the date on which the following are lodged at the office or such other place as the directors may appoint:

5.1.1 the duly stamped (or exempt) transfer; and

5.1.2 the certificate(s) for the shares to which the transfer relates or an indemnity in lieu of the certificate(s) in a form reasonably satisfactory to the directors.

Regulations 24 to 26 shall not apply.

6. **PROCEEDINGS AT GENERAL MEETINGS**

6.1 No business shall be transacted at any general meeting (or at any adjourned general meeting) unless a quorum is present. A quorum shall be any member or members holding shares representing not less than a majority of the voting rights attaching to the issued share capital of the Company, present (in the case of an individual) in person or by proxy or (in the case of a company) by duly authorised representative or by proxy. Regulation 40 shall not apply.

6.2 Regulation 46 shall be amended so that the words "at the meeting" in paragraphs (c) and (d) are deleted and replaced by the words "on the resolution" in both cases.

7. **VOTES OF MEMBERS**

7.1 Regulation 56 shall be amended:

7.1.1 in the first sentence to insert the words "written resolution or at a general meeting on a" before the words "show of hands or on a poll";

7.1.2 in the first sentence, to insert the words "on a show of hands or" before the words "on a poll, vote by proxy.";

7.1.3 in the second sentence, to insert the words "in relation to that meeting" before the words "is specified in accordance with the articles."

7.2 Regulations 57 and 59 shall not apply.

7.3 Any appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:

7.3.1 in the case of an appointment in hard copy form be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

7.3.2 in the case of an appointment sent by electronic means where an address has been given by the Company:

7.3.2.1 in the notice calling the meeting; or

7.3.2.2 in any form of proxy sent out by the Company in relation to the meeting; or

7.3.2.3 in any invitation to appoint a proxy issued by the Company in relation to the meeting,

be received at that address (subject to any conditions or limitations specified in the notice) at any time before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

7.3.3 in the case of a poll taken after the date of the meeting or adjourned meeting, be deposited or received as aforesaid at any time before the time appointed for the taking of the poll

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

Any valid appointment of proxy shall, unless stated to the contrary in it, be valid both for the relevant meeting and for any adjournment of that meeting.

In this Article 7.3 and Regulation 63, "address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means.

7.4 Regulation 62 shall not apply. Regulation 63 shall apply as if the words "contained in an electronic communication" were deleted and replaced by the words "sent by electronic means".

8. NUMBER OF DIRECTORS

Unless and until otherwise determined by ordinary resolution, the number of the directors (other than alternate directors) shall not be subject to any maximum, and the minimum number of directors shall be one. Regulation 64 shall not apply.

9. ALTERNATE DIRECTORS

9.1 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office any alternate appointed by him. Regulation 65 shall not apply.

9.2 An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and committees of directors. Regulation 66 shall apply as if the last sentence were deleted.

9.3 An alternate director shall cease to be an alternate director if his appointor ceases to be a director. Regulation 67 shall not apply.

9.4 Regulation 68 shall apply as if the following words were added at the end of that Regulation: "and shall take effect when the notice is received or at any later time specified for the purpose in the notice".

9.5 The appointment of an alternate director shall terminate automatically on the happening of any event which, if he were a director, would cause him to vacate his office as a director.

9.6 A person may be appointed as the alternate director of more than one director, and in those circumstances that alternate director shall be entitled at meetings of the directors or any committee of the directors to one vote in respect of every director by whom he has been appointed in addition to his own vote (if any) as a director. Any such person may be counted more than once for the purpose of determining whether or not a quorum is present.

10. POWERS OF DIRECTORS

Subject to the provisions of the Act, the directors may appoint a person to the office of managing director or any other executive or salaried office and may enter into an agreement or arrangement with any person in respect of any such appointment or in respect of the provision by a director of any services outside the scope of the ordinary duties of a director only with the prior written consent of the holder(s) of a majority of the voting rights attaching to the issued share capital of the Company both to the appointment and the terms of the agreement or arrangement in question. The first and second sentences of Regulation 84 shall not apply.

11. DELEGATION OF DIRECTORS' POWERS

The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such individuals (whether directors or not) as they think fit. The first sentence of Regulation 72 shall not apply.

12. APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

12.1 The holder(s) of a majority of the voting rights attaching to the issued share capital of the Company may from time to time appoint any person willing to act as a director and remove from office any director, whether appointed under this Article 12.1 or otherwise.

12.2 Any appointment or removal of a director pursuant to Article 12.1 shall be made by notice to the Company signed by the member(s) entitled to appoint or remove that director. Any such appointment or removal shall take effect when the notice is received or at any later time specified for the purpose in the notice.

12.3 Unless prohibited by the terms of any authorisation given under Article 14, any director appointed for the time being pursuant to Article 12.1 may make such disclosures in relation to the Group Companies to the member(s) appointing him as he thinks appropriate in his sole discretion.

12.4 The directors shall have no power to appoint any person to be a director.

12.5 The directors shall not be subject to retirement by rotation, and Regulations 76 to 79 (inclusive) and the last sentence of Regulation 84 shall not apply.

12.6 Regulation 81 shall apply as if paragraph (e) were deleted and replaced by the following:

"(e) he is removed from office in accordance with Article 12.1".

12.7 A director need not hold any shares in the Company to qualify as a director.

13. **DIRECTORS' PERMITTED INTERESTS**

13.1 Provided that he has declared the nature and extent of his interest in accordance with (and to the extent required by) the provisions of Article 13.4, and provided further that the directors or the members have not (upon request) refused to give specific authorisation pursuant to Article 14 for a particular situation or matter or have otherwise resolved pursuant to Article 14.3 that a particular situation or matter shall no longer be authorised, a director, notwithstanding his office, shall be authorised:

13.1.1 to enter into, or otherwise be interested in, any transaction or arrangement with the Company or any other Group Company or in which the Company (or any other Group Company) is interested, either with regard to his tenure of any office or position in the management, administration or conduct of its business or as seller, buyer or otherwise;

13.1.2 to hold any office or place of profit (except that of auditor) with, or to be employed by or a consultant to or otherwise interested (including by way of the holding of shares or securities convertible into shares) in, the Company, any other Group Company or in any holder of a majority of the voting rights attaching to the issued share capital of the Company or any Associate of any such holder;

13.1.3 to act by himself or by any firm of which he is a partner, director, employee or member in a professional capacity (except as auditor) for the Company, any other Group Company or any holder of a majority of the voting rights attaching to the issued share capital of the Company or any Associate of any such holder and he or his firm shall be entitled to remuneration for professional services as if he were not a director of the Company; and

13.1.4 to be a director of any other company in which the Company does not have an interest if that cannot reasonably be regarded as likely to give rise to a conflict of interest at the time of his appointment as a director of the Company or that other company (whichever is the later),

and such authorisations shall extend to any direct or indirect interest that conflicts or possibly may conflict with the interests of the Company which may reasonably be expected to arise out of the situations and matters so authorised and which is capable of being authorised at law. No authorisation shall be required pursuant to Article 14 of any such situation or matter authorised by this Article 13.1 and, without limitation, no director shall, by reason of his holding office as a director of the Company (or of the fiduciary

relationship established by his holding that office), be liable to account to the Company for any remuneration, profit or other benefit received as a result of any interest permitted by this Article 13.1 and no transaction or arrangement shall be liable to be avoided by reason of any director having any interest or having received any benefit permitted by this Article 13.1.

13.2 The authorisations given pursuant to and the other provisions of Article 13.1 shall extend to and include, without limitation, direct or indirect interests of a director which arise (or which may potentially arise) due to:

13.2.1 any transaction entered into by the director or any holder of the majority of the voting rights attaching to the issued share capital of the Company or any Associate of that holder in relation to shares (or securities convertible into shares) debentures or other securities in (a) the Company or any other Group Company; or (b) such holder or any such Associate of such holder;

13.2.2 any guarantee, security or indemnity given or proposed to be given by any Group Company to, or to any person for the benefit of, (a) any other Group Company; or (b) any holder of the majority of the voting rights attaching to the issued share capital of the Company or, where such holder is a company, any Associate of that holder;

13.2.3 the recommendation, declaration and payment of any dividend or other distribution by the Company;

13.2.4 any transaction or arrangement proposed, made, terminated or varied between (a) the Company and any other Group Company; or (b) the Company or any holder of the majority of the voting rights attaching to the issued share capital of the Company or any Associate of that holder including without limitation transactions or arrangements relating to the sale and supply of goods and services, the borrowing or advancing of money and the use of property and other assets; and

13.2.5 any claim or right arising between (a) the Company and any other Group Company; or (b) the Company and any holder of the majority of the voting rights attaching to the issued share capital of the Company or any Associate of that holder.

It shall be a term and condition of the authorisation given pursuant to Article 13.2.5 that the director shall not be entitled to vote or participate in any discussions relating to the exercise, enforcement or pursuance of any claim or right so authorised.

13.3 For the purposes of Articles 13.1 and 13.2:

13.3.1 an interest of: (a) a person who is connected with a director (within the meaning of section 252 of the Companies Act 2006); and (b) the appointor in relation to any alternate, shall be treated as an interest of the director or alternate (as appropriate), in each case in addition to any interest which the director or alternate otherwise has; and

13.3.2 any authorisation of a situation or matter pursuant to Articles 13.1 and 13.2 relating to a Group Company or to any holder of a majority of the voting rights in the share capital of the Company or any Associate of that holder, shall be effective only for so long as the relevant Group Company remains a Group Company, the relevant holder holds a majority of the voting rights in the Company and the relevant Associate remains an Associate of a person who holds the majority of the voting rights in the Company.

13.4 In relation to transactions or arrangements with the Company, the director shall declare the nature and extent of any interest authorised under Articles 13.1 and 13.2 in any way permitted by the Act and shall only be required to make such disclosure to the extent required to do so under the Act. In relation to other situations of actual or potential conflict of interest, the director shall declare the nature and extent of his interest at a meeting of the directors, or as otherwise determined by the directors, but shall not be required to declare the nature and extent of his interest to the extent that the other directors are already aware of the interest and its extent.

13.5 Regulations 85 and 86 shall not apply.

14. AUTHORISATION OF CONFLICTS OF INTEREST

14.1 Any matter (a **"Relevant Matter"**) which would otherwise constitute or give rise to a breach by a director of his duty under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts or possibly may conflict with the interests of the Company (including a breach which would arise by virtue of his appointment as a director) may be authorised by the directors to the fullest extent permitted by law in accordance with the provisions of Articles 14.2 - 14.4.

14.2 Any director may propose that a Relevant Matter be authorised by the directors. Such proposal and any authorisation given by the directors shall be effected in the same way as any other matter may be proposed to, and resolved upon by, the directors (or in such other manner as the directors may approve) in accordance with these Articles, except that no authorisation shall be effective unless the requirements of section 175(6) of the Companies Act 2006 have been complied with. Any authorisation of a matter pursuant to this Article 14 shall, unless it states otherwise, extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised.

14.3 Any authorisation of a matter under Article 14.1 shall be subject to such terms, conditions and limitations as the directors may specify, whether at the time of giving the authorisation or subsequently. The directors or the members may terminate or vary (including by imposing new terms, conditions and limitations in relation to) any authorisation given under this Article 14 or under Article 13.1 for the purpose of section 175 of the Companies Act 2006 at any time, but no such termination or variation shall be of retrospective effect. The director concerned must act in accordance with any terms, conditions or limitations specified by the directors or the members in accordance with this Article 14.3.

14.4 No director shall, by reason of his office as director of the Company (or by reason of the fiduciary relationship established by holding that office), be liable to account to the Company for any benefit derived from any Relevant Matter to the extent that the Relevant Matter has been authorised by the directors in accordance with this Article 14. No transaction or arrangement shall be liable to be avoided by reason of any interest of a director to the extent that it has been so authorised.

14.5 Notwithstanding the other provisions of this Article 14, the members of the Company shall be entitled to authorise a Relevant Matter (whether or not authorisation has previously been requested from and/or refused by the directors). The provisions of Articles 14.3 and 14.4 shall apply mutatis mutandis to any authorisation so given by the members save that the word "directors" or "directors or members" in any references to the authorisation being given by the directors or by the directors or the members and in any reference to any terms and conditions of authorisation being specified, imposed, varied or terminated by the directors or by the directors or the members shall be read only as the word "members". Any authorisation, and the variation or termination of any authorisation by the members under Article 14.3 or this Article 14.5 shall be by ordinary resolution, save where any greater majority is otherwise required by the Act or other applicable law.

15. DIRECTORS' INTERESTS: GENERAL

15.1 Where this Article 15.1 applies, a director shall be deemed to have the authority, without breaching the general duties he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 to (and shall if so requested by the other directors or the members) take such steps as may be necessary or desirable for the purpose of managing any conflict of interest to which this Article 15.1 applies, including (without limitation) by:

15.1.1 complying with any procedures laid down from time to time by the directors for the purpose of managing conflicts of interest generally or any specific procedures approved by the directors in relation to the situation, matter or interest in question;

15.1.2 excluding himself from attending and voting at board meetings to the extent relating to such situation, matter or interest or from participating in discussions (whether at meetings of the board or otherwise), or receiving documents or information, relating to any such situation, matter or interest (including without limitation, notice of meetings, board papers, minutes or draft minutes and legal advice given to any Group Company);

15.1.3 arranging for documents or information relating to any such situation, matter or interest to be reviewed by a professional adviser to ascertain the extent to which it might be appropriate for him to have access to such documents or information; and/or

15.1.4 not disclosing to the Company, or not using in relation to the Company's affairs, information which he obtains or has obtained otherwise than through his position as a director of the Company which relates to a situation, matter or

interest and which is confidential to a third party, where to do so would amount to a breach of confidence or breach of duty to the third party.

15.2 Article 15.1 shall apply, where a director has or could have:

15.2.1 a direct or indirect interest that conflicts or possibly may conflict with the interests of the Company and provided that the interest or the existence of the situation or relationship leading to the interest has been authorised pursuant to Article 13.1 or Article 14 and unless otherwise specified by the terms and conditions of such authorisation; and

15.2.2 a direct or indirect interest in a transaction or arrangement with the Company and such interest has been declared to the other directors to the extent required by the Companies Act 2006.

15.3 Where a director obtains or has obtained information, otherwise than through his position as a director, which is confidential to a third party other than the Company, then provided that the duty of confidentiality does not arise out of a situation in which the director has or may have a direct or indirect conflict of interest, the director shall not be required to disclose such information to the Company or use it in relation to the Company's affairs. This Article is without prejudice to the ability of a director to withhold such information from the Company in accordance with the provisions of Article 15.1.

15.4 Articles 15.1 and 15.3 are without prejudice to any equitable principle or rule of law which may otherwise excuse or release the director from any requirement to disclose information or use information in relation to the Company's affairs, participate in discussions or receive documents or information.

15.5 For the purposes of Articles 13-15 references to a conflict of interest include a conflict of interest and duty and a conflict of duties.

16. DIRECTORS' GRATUITIES AND PENSIONS

16.1 The directors may exercise all the powers of the Company to provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a Group Company or with a predecessor in business of the Company or of any such body corporate, and for any member of his family (including a spouse, a former spouse, civil partner or former civil partner), or any person who is or was dependent on him, and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. Regulation 87 shall not apply.

16.2 The directors may exercise any power conferred by the Act to make provision for the benefit of any employees or former employees of the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

17. PROCEEDINGS OF DIRECTORS

17.1 Notice of a meeting of the directors may be given to a director either personally or by word of mouth or in hard copy form or by electronic means, or by any other means authorised by the director concerned.

17.2 Every director shall be given notice of a meeting, including any director who is for the time being absent from the United Kingdom. A director may waive notice of any meeting either prospectively or retrospectively. The third sentence of Regulation 88 shall not apply.

17.3 The quorum for the transaction of business of the directors shall be two unless there is a sole director or only one director is able to count to the quorum by reason of any provision of these Articles, in which event the sole director shall constitute a quorum. The first sentence of Regulation 89 shall not apply.

17.4 All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or other communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting. A director so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and/or be counted in a quorum. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is located.

17.5 Subject to the Act and the other provisions of these Articles, a director may vote on, and be counted in the quorum at any meeting convened to consider, any resolution concerning a matter in which he has a direct or indirect interest which conflicts or may conflict with the interests of the Company provided that:

17.5.1 the director has declared the nature and extent of that interest in accordance with and to the extent required by the provisions of the Act and these Articles;

17.5.2 where necessary, any situation which could give rise to the conflict and which would otherwise be prohibited by section 175 of the Companies Act 2006 is authorised pursuant to Article 13.1 or Article 14; and

17.5.3 the terms of any authorisation given or imposed pursuant to Article 13.1 or Article 14 do not prevent or otherwise restrict the director from doing so,

but otherwise shall not be entitled to vote or count to the quorum where he has a direct or indirect interest which conflicts or may conflict with the interests of the Company. If a director purports to vote in a situation where, by virtue of this Article 17.5 (and the terms of any authorisation) he is not entitled to vote, his vote shall not be counted. Regulations 94, 95 and 97 shall not apply.

17.6 For the purpose of Article 17.5:

17.6.1 an interest of a person who is connected with a director (within the meaning of section 252 of the Companies Act 2006) shall be treated as an interest of the director and, in relation to an alternate, an interest of his appointor shall be treated as an interest of the alternate in addition to any interest which the alternate otherwise has;

17.6.2 references to a conflict of interest include a conflict of interest and duty and a conflict of duties; and

17.6.3 an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

17.7 If any question arises at any meeting of directors or of a committee of directors as to the right of any director to vote, and that question is not resolved by his voluntarily agreeing to abstain from voting, the question shall be referred to the chairman of the meeting (or, if the director concerned is the chairman, to the other directors at the meeting). The ruling of the chairman in relation to any director other than himself (or, as the case may be, the ruling of the majority of the other directors in relation to the chairman) shall be final and binding. Regulation 98 shall not apply.

17.8 If and for so long as there is a sole director, he shall be entitled to exercise all the powers and authorities vested in the directors by these Articles, in which event the provisions of these Articles shall be construed accordingly. A sole director may exercise any such powers and authorities by resolution in writing signed by him.

18. SECRETARY

18.1 Regulation 99 shall apply as if the following sentence were added at the beginning of that Regulation: "In accordance with the Companies Act 2006, the Company shall not be required to have a secretary, but may choose to have one."

19. AUTHENTICATION

19.1 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, any resolutions of the Company or the board or any committee, and any books, records, documents and accounts relating to the business of the Company, and to certify copies of, or extracts from, them 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 board or any committee which is certified in accordance with this Article shall be conclusive evidence in favour of a person dealing with the Company upon the faith of that document 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.

20. ACCOUNTS

Regulation 109 shall not apply.

21. CAPITALISATION OF PROFITS

Regulation 110(c) shall apply as if the words "or ignore fractions altogether" were inserted after the words "distributable under this regulation in fractions".

22. NOTICES AND COMMUNICATIONS

22.1 Except as otherwise provided in these Articles and subject to Article 22.4, any document or information to be given, sent or supplied under these Articles by the Company shall be given, sent or supplied in any way in which the Company may send or supply documents or information generally to the intended recipient under schedule 5 of the Companies Act 2006 (which may include, without limitation, in hard copy form, in electronic form or by making it available on a website) subject to, and in accordance with, the requirements of that schedule.

22.2 Except as otherwise provided in these Articles and subject to Article 22.4, any document or information to be given, sent or supplied under these Articles to the Company shall be given, sent or supplied in any way in which documents or information generally may be sent or supplied by the sender to the Company under schedule 5 of the Companies Act 2006 (where the sender is a body corporate) or schedule 4 of the Companies Act 2006 (in all other cases) subject to, and in accordance with, the requirements of schedule 4 or schedule 5 of the Companies Act 2006, as applicable.

22.3 Articles 22.1 and 22.2 shall apply whether the document or information is authorised or required to be sent or supplied by the Companies Acts or otherwise. References in this Article 22 to documents or information being given, sent or supplied by or to the Company include references to documents or information being given, sent or supplied by or to the directors of the Company acting on the Company's behalf.

22.4 Articles 22.1 and 22.2 shall apply as if schedules 4 and 5 of the Companies Act 2006 required documents and information sent by post to be sent by prepaid first class post or (in the case of a registered address outside the United Kingdom) by prepaid airmail.

22.5 In the case of joint holders of a share, all notices, documents and information shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and any notices, documents and information so given shall be sufficiently given to all the joint holders. A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices, documents or information may be given to him, or an address to which notices, documents or information may be sent by electronic means, shall be entitled to have such notices, documents or information given to him at that address.

22.6 Proof that an envelope containing a notice, document or information was properly addressed, prepaid first class and posted shall be conclusive evidence that the notice, document or information was given. Proof that a notice, document or information sent by electronic means was sent or given in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice, document or information was sent or given. The board may require authentication of any

document or information given, sent or supplied to the Company in electronic form in such manner as it may determine.

22.7 Section 1147 of the Companies Act 2006 shall not apply to documents or information sent by or to the Company for the purposes of the Companies Acts or these Articles.

22.8 In this Article 22, "address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means.

22.9 Regulations 111, 112 and 115 shall not apply.

22.10 Regulation 116 shall apply as if the words "within the United Kingdom" were deleted.

22.11 Nothing in these Articles shall affect any legal requirement that any particular notice or other document be served in any particular manner.

23. INDEMNITY AND FUNDING OF PROCEEDINGS

23.1 Subject to the provisions of and so far as may be consistent with the Act:

23.1.1 the directors may exercise all the powers of the Company to indemnify any person who is, or was at any time a director of the Company or any of its associated companies, against all liabilities incurred by or attaching to him in connection with his duties, powers or office in relation to any such company of which he is or was a director, to the fullest extent permitted by law;

23.1.2 where the Company or any of its associated companies is or was at any time a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006), the directors may exercise all the powers of the Company to indemnify any person who is or was at any time a director of that company against all liabilities incurred by him in connection with that company's activities as trustee of the occupational pension scheme, to the fullest extent permitted by law; and

23.1.3 the directors may exercise all the powers of the Company to provide any director of the Company or of its holding company with funds to meet expenditure incurred or to be incurred by him of the kind referred to in sections 205(1)(a) and 206(a) of the Companies Act 2006 and otherwise take any action to enable any such director to avoid incurring such expenditure, to the fullest extent permitted by law.

23.2 Regulation 118 shall not apply.

24. INSURANCE

24.1 Without prejudice to Article 23, the directors may exercise all the powers of the Company to purchase and maintain insurance for, or for the benefit of, any person who is or was at any time:

24.1.1 a director of any Relevant Company; or

24.1.2 a trustee of any pension fund or retirement, death or disability scheme for the benefit of any employee of any Relevant Company or of any employees' share scheme in which employees of any such Relevant Company are interested,

including (without limitation) insurance against any liability referred to in Article 23 attaching to him in relation to any Relevant Company, or any such pension fund, retirement or other scheme or employees' share scheme.

24.2 In Article 24.1, "Relevant Company" means the Company or any other undertaking which is or was at any time:

24.2.1 the holding company of the Company; or

24.2.2 a subsidiary of the Company or of such holding company; or

24.2.3 a company in which the Company has an interest (whether direct or indirect).