

Company No: 1473721

THE COMPANIES ACTS 1985 – 1989
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS

-OF-

Reliance Security Group plc

Passed on 12 September 2001

At the Annual General Meeting of the above named company duly convened and held on the above date, the following Resolutions 7, 8 and 9 were duly passed as SPECIAL RESOLUTIONS

Special Resolutions

7. THAT the directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) of the Company for cash pursuant to the general authority conferred on the directors pursuant to resolution no 7 passed at the Annual General Meeting of the company held on 11 September 1998 as if section 89(1) of that Act did not apply to such allotment, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with or pursuant to an offer of equity securities by way of rights, open offer or otherwise to the holders of ordinary shares in proportion (as nearly as maybe) to their respective holdings of such shares or in accordance with the rights attached thereto, subject to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal problems under the laws of any territory or the regulations or requirements of any regulatory body or any stock exchange in any territory or any other matter; and
 - (b) the allotment (other than pursuant to (a) above) of equity securities up to an aggregate nominal amount of £57,672;

and such power shall (unless renewed, varied or revoked by the company) expire on the date of the Annual General Meeting of the company to be held in 2002 or fifteen months after the date of the passing of this resolution (whichever is the earlier), but so that the company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

8. THAT the company be and is hereby generally and unconditionally authorised to make market purchases (as defined by section 163(3) of the Companies Act 1985) on the Stock Exchange of the ordinary shares of 5p each in the capital of the company provided that



- (a) the maximum aggregate number of shares authorised to be purchased is 1,153,446 ordinary shares;
 - (b) the minimum price which shall be paid for the ordinary shares is 5p for each share, and the maximum price (exclusive of expenses) which may be paid for such shares is 5 per cent above the average middle market quotations derived from the London Stock Exchange Daily Office List for the 5 business days before the purchase is made;
 - (c) unless previously renewed, varied or revoked, the authority hereby conferred shall expire on the date of the Annual General Meeting of the company to be held in 2002 or fifteen months after the date of passing of this resolution (whichever is the earlier); and
 - (d) the company may, before such expiry, make a contract to purchase its own shares under the authority hereby conferred which will or may be executed wholly or partly after the expiry of such authority, and may make a purchase of its own shares in pursuance of such a contract.
9. THAT the regulations now produced to the meeting are signed by the Chairman for the purposes of identification be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association.

B A KINGHAM
Chairman

A handwritten signature in black ink, appearing to read 'B A Kingham', written over a horizontal line.

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

RELIANCE SECURITY GROUP plc

(adopted by special resolution passed on 23rd March 1987 and amended
by special resolutions passed on 13th September 1996
and 12th September 2001)

PRELIMINARY

1. (1) In these articles, the following words bear the following meaning:-

"the Act"	subject to paragraph (3) below, the Companies Act 1985;
"address"	when used in relation to electronic communications the address shall have the same meaning given to it by section 262 of the Act;
"these articles"	the articles of the Company;
"Certificated Share"	a security, title to which is recorded in the relevant register of securities as being held in certificated form;
"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"electronic communication"	shall have the same meaning given to it by section 15 of the Electronic Communications Act 2000;
"electronic signature"	anything in electronic form which the directors require to be attached to or otherwise associated with an <i>electronic communication for the purpose of ensuring the authenticity or integrity of the communication</i> ;
"executed"	any mode of execution including the attachment of an electronic signature;
"the Group"	the Company and any subsidiary or subsidiaries of the Company;
"holder"	in relation to shares, the member whose name is entered in the register of members as the holder of the shares;

"the London Stock Exchange"	London Stock Exchange plc;
"Office"	the registered office of the Company;
"Official List"	the list of officially listed securities maintained by the United Kingdom Listing Authority;
"Participating Security"	a share, class of share, renounceable right of allotment of a share or other security, title to units of which is permitted to be transferred by means of a Relevant System in accordance with the Uncertificated Securities Regulations;
"Relevant System"	as defined in the Uncertificated Securities Regulations, being a computer-based system, and procedures, which enable title to units of a security to be evidenced and transferred without a written instrument;
"the seal"	the common seal of the Company and an official seal kept by the Company by virtue of section 40 of the Act, or either of them as the case may require;
"secretary"	any person appointed by the directors to perform the duties of the secretary of the Company, including (subject to the provisions of the Act) a joint, assistant or deputy secretary;
"stock exchange nominee"	a person designated pursuant to section 185(4) of the Act;
"Statutes"	the Act and every other statute or subordinate legislation (including, but not limited to, the Uncertificated Securities Regulations) for the time being in force concerning companies and affecting the Company
"Uncertificated Securities Regulations"	The Uncertificated Securities Regulations 1995 (SI. 1995 No. 95/3272), including any modification thereof or any regulation in substitution therefor made under section 207 of the Companies Act 1989 and for the time being in force;
"Uncertificated Share"	a security, title to which is recorded on the relevant register of securities as being held in uncertificated form and title to which may be transferred by means of a Relevant System.

- (2) Save as aforesaid and unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act.
- (3) A reference to any statute or provision of a statute includes a reference to any statutory modification or re-enactment of it for the time being in force.
- (4) In these articles, reference to a share (or to a holding of shares) being "in uncertificated form" or "in certificated form" are references, respectively, to that share being an uncertificated unit of a security or a certificated unit of a security.
- (5) For the purposes of these articles, reference to a "Relevant System" shall be deemed to relate to the Relevant System on which the particular share or class of shares or renounceable right of allotment of a share concerned in the capital of the Company is a Participating Security for the time being, and any references in these articles to the

giving of an instruction by means of a Relevant System shall be deemed to relate to a properly authenticated dematerialised instruction given in accordance with the Uncertificated Securities Regulations.

- (6) For the purposes of these articles, a dematerialised instruction is properly authenticated if it complies with the specifications referred to in paragraph 5(b) of Schedule 1 of the Uncertificated Securities Regulations.
 - (7) Subject as otherwise provided in these articles, words and expressions used in the Uncertificated Securities Regulations shall (if not inconsistent with the subject or context) have the same meaning when used in these articles.
 - (8) Unless the context otherwise require:-
 - (a) words in the singular include the plural, and vice versa;
 - (b) words importing any gender include all genders; and
 - (c) a reference to a person includes a reference to a body corporate and to an unincorporated body of persons.
 - (9) References to writing include references to typewriting, printing, lithography, photography and any other modes of representing or reproducing words in a legible and non-transitory form and this shall include electronic communications where such are expressly provided for by any provision of these articles.
 - (10) The headings are inserted for convenience only and do not affect the construction of these articles.
2. The regulations contained in Table A in the Schedule to the Companies (Table A - F) Regulations 1985 do not apply to the Company.

SHARE CAPITAL

3. The authorised share capital of the Company at the date of the amendment of these articles to include this article is £1,490,000 divided into 29,800,000 ordinary shares of 5p each.
4. (1) Subject to the Act and relevant authority of the Company in general meeting required by these articles and the Act, 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 unissued shares (whether forming part of the original or any increased capital), or rights to subscribe for or convert any security into shares, 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) The directors may at any time after the allotment of a share but before a person has been entered in the register of members as the holder of the share, recognise a renunciation of the share by the allottee in favour of another person and may grant to an allottee a right to effect a renunciation on the terms and conditions the directors think fit.
5. Subject to the Act and to the rights attached to existing shares:-
- (a) new shares may be allotted or issued with or have attached to them such special rights or restrictions as the Company may by ordinary resolution decide, or, if no resolution is passed, as the directors may decide; and
 - (b) shares may be issued on terms that they are to be redeemed or, at the option of the Company or the holder, are liable to be redeemed.
6. The Company may exercise the powers of paying commissions conferred by the Act. Subject to the provisions of the Act, any such commission may be satisfied by the

payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

7. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by these articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety of it in the holder.

VARIATION OF RIGHTS

8. Subject to the provisions of the Act, if at any time the capital of the Company is divided into different classes of shares, the rights attached to any class may be varied, either while the Company is a going concern or during or in contemplation of a winding up:-
- (a) in such manner (if any) as may be provided by those rights; or
 - (b) in the absence of any such provision, with the consent in writing of the holders of three-quarters in nominal value of the issued shares of that class, or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of that class, but not otherwise. To every such separate meeting the provisions of these articles relating to general meetings shall apply, except that the necessary quorum at any such meeting other than an adjourned meeting shall be two persons together holding or representing by proxy at least one-third in nominal value of the issued shares of the class in question and at an adjourned meeting shall be one person holding shares of the class in question or his proxy.
9. (1) Unless otherwise expressly provided by the rights attached to any shares, those rights shall be deemed to be varied by the reduction of the capital paid up on those shares and by the creation or issue of further shares ranking in priority for payment of a dividend or in respect of capital or which confer on the holders voting rights more favourable than those conferred by the first-mentioned shares, but shall not otherwise be deemed to be varied by the creation or issue of further shares ranking *pari passu* with them or subsequent to them.
- (2) The rights attached to any class of shares shall not be deemed to be varied by any securities in the capital of the Company becoming, or ceasing to be, a Participating Security.
- (3) Shares in the capital of the Company will not be treated as a separate class of shares either by becoming, or by ceasing to be, a Participating Security or held in uncertificated form.

UNCERTIFICATED SHARES

10. (1) Subject to the Statutes, the directors may at any time resolve that a class of shares is to become a Participating Security and may at any time resolve that a class of shares shall cease to be a Participating Security.
- (2) The directors shall have power to implement any arrangements they may, in their absolute discretion, think fit in relation to the evidencing and transfer of Uncertificated Shares, subject always to the Uncertificated Securities Regulations and the rules and procedures of the Relevant System.
- (3) The Company shall enter on the register of members how many shares are held by each member in uncertificated form and in certificated form and shall maintain the register of members in each case as is required by the Uncertificated Securities Regulations and the Relevant System. Unless the directors otherwise determine, holdings of the holder or joint holders in certificated form and uncertificated form shall be treated as separate holdings.

- (4) Any share of a class which is a Participating Security, may be converted from an Uncertificated Share to a Certificated Share and from a Certificated Share to an Uncertificated Share in such manner as the directors may in their absolute discretion, think fit, subject always to the Uncertificated Securities Regulations and the rules and procedures of the Relevant System.
- (5) In relation to any class of shares which is a Participating Security, and for so long as that class of shares or any part of that class of shares remains a Participating Security, these articles shall (notwithstanding anything contained in these articles) only apply to Uncertificated Shares to the extent that they are consistent with:-
 - (a) the holding of shares in that class in uncertificated form;
 - (b) the transfer of title to the shares in that class by means of a Relevant System; and
 - (c) the Uncertificated Securities Regulations.
- (6) Where the Company is entitled under any provision of the Statutes or the rules of the Relevant System or under these articles to dispose of, forfeit, enforce a lien over or otherwise procure the sale of any shares or fractions of a share which are held in uncertificated form, the directors shall have the power (subject to the extent permitted by the Uncertificated Securities Regulations and the rules and practices of the Relevant System) to take such steps as may be required, by instruction by means of the Relevant System or otherwise, to effect such disposal, forfeiture, enforcement or sale and such powers shall (subject as aforesaid) include the right to:-
 - (a) request or require the deletion of any computer-based entries in the Relevant System relating to the holding of such shares in uncertificated form; and/or
 - (b) alter such computer-based entries so as to divest the registered holder of such shares of the power to transfer such shares to a person other than the transferee, purchaser or his nominee identified by the Company for this purpose; and/or
 - (c) require any holder of any Uncertificated Shares which are the subject of any exercise by the Company of any such entitlement, by notice in writing to the holder concerned, to change his holding of such Uncertificated Shares into certificated form within such period as may be specified in the notice, prior to completion of any disposal, sale or transfer of such shares or direct the holder to take such steps as may be necessary to sell or transfer such shares; and/or
 - (d) appoint any person to take such other steps in the name of the holder of such shares and such steps shall be as effective as if they had been taken by the registered holder of the Uncertificated Shares concerned.

SHARE CERTIFICATES

11. (1) The provisions of article 12 relating to entitlement to share certificates will not apply so as to require the Company to issue to any person a certificate in respect of any share where such person holds such shares in uncertificated form.
 - (2) Subject to the Statutes, these articles and the requirements of the London Stock Exchange, upon the conversion of an Uncertificated Share into a Certificated Share, the holder thereof (other than a recognised clearing house or a nominee of a recognised clearing house or a recognised investment exchange) will be entitled (unless the terms of issue of that share otherwise provide) to a certificate, free of charge, in respect of all the Uncertificated Shares so converted into certificated form.
12. (1) Subject to article 11 above, every holder of shares (other than a stock exchange nominee in respect of whom the Company is not required by law to complete and have ready a certificate) shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of that holding) or, upon payment for every

certificate after the first of such reasonable sum as the directors may determine, to several certificates each for one or more of his shares.

- (2) Every certificate shall be under the seal (which may be affixed by laser printer) and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up on them. The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.
- (3) If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of any exceptional expenses incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the certificate.

LIEN

13. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all amounts (whether presently payable or not) payable at a fixed time or called in respect of that share. The directors may declare any share to be wholly or in part exempt from the provisions of this article. The Company's lien on a share shall extend to all amounts payable in respect of it.
14. The Company may sell, in such manner as the directors determine, any share on which the Company has a lien if an amount in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice has been given to the holder of the share, or the person entitled to it in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
15. To give effect to the sale the directors may authorise some person to execute an instrument of transfer of the share sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the share shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale.
16. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the amount for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the share sold and subject to a like lien for any amount not presently payable as existed upon the share before the sale) be paid to the person entitled to the share at the date of the sale.

CALLS ON SHARES AND FORFEITURE

17. Subject to the terms of allotment, the directors may make calls upon the members in respect of any amounts unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of an amount due under it, be revoked in whole or in part and payment of a call may be postponed in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made.
18. A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
19. The joint holders of a share shall be jointly and severally liable to pay all calls in respect of it.
20. If a call remains unpaid after it has become due and payable the person from whom it is due shall pay interest on the amount unpaid, from the day it became due and payable

until it is paid at the rate fixed by the terms of allotment of the shares in question or in the notice of the call or, if no rate is fixed, at such rate (not exceeding 15 per cent per annum) as the directors may determine and shall also pay all costs, charges and expenses which the Company may have incurred or become liable for in order to procure payment or in consequence of non-payment of such call, but the directors may waive payment of the interest wholly or in part.

21. An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid these articles shall apply as if that sum had become due and payable by virtue of a call.
22. Subject to the terms of allotment, the directors may differentiate between the holders in the amounts and times of payment of calls on their shares.
23. The directors may receive from any member willing to advance it all or any part of the amount unpaid on the shares held by him (beyond the sums actually called up) as a payment in advance of calls, and such payment shall, to the extent of it, extinguish the liability on the shares in respect of which it is advanced. The Company may pay interest on the amount so received, or so much of it as exceeds the sums called up on the shares in respect of which it has been received, at such rate as the member and the directors agree; but a payment in advance of a call shall not entitle the holder of the shares to participate in respect of the payment in a dividend declared after the payment but before the call.
24. If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited. If the notice is not complied with, any shares in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all amounts payable in respect of the forfeited shares and not paid before the forfeiture.
25. Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and, at any time before the disposition, the forfeiture may be cancelled on such terms as the directors determine. Where for the purposes of its disposal a forfeited share is to be transferred to any person, the directors may authorise someone to execute an instrument of transfer of the share to that person.
26. A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all amounts which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those amounts before the forfeiture or, if no interest was so payable, at such rate (not exceeding 15 per cent per annum) as the directors may determine from the date of forfeiture until payment, but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal.
27. A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of 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 in or invalidity of the proceedings in reference to the forfeiture or disposal of the share.

TRANSFER OF SHARES

28. (1) The instrument of transfer of a share may be in any usual form or in any other form which the directors approve and shall be executed by or on behalf of the transferor and, where the share is not fully paid, by or on behalf of the transferee.
- (2) All transfers of Uncertificated Shares shall be made in the manner provided for in the rules and procedures of the operator of the Relevant System and in accordance with and subject to the Uncertificated Securities Regulations.
29. (1) Subject to the requirements of the London Stock Exchange, the Company shall register a transfer of title to any Uncertificated Share or any renounceable right or allotment of a share which is a Participating Security held in uncertificated form in accordance with the Uncertificated Securities Regulations, but so that the directors may refuse to register such transfer in any circumstance permitted or required by the Uncertificated Securities Regulations and the requirements of the Relevant System.
- (2) Subject to paragraph (1) of this article, the directors may, in their absolute discretion and without giving any reason refuse to register the transfer of a share which is not fully paid, provided always that the directors shall not exercise their discretion in such a way as to prevent dealings in shares admitted to the Official List taking place on an open and proper basis. They may also refuse to register a transfer of a share unless the instrument of transfer:-
- (a) is lodged, duly stamped, at the Office or at such other place as the directors may appoint and (except in the case of a transfer by a stock exchange nominee where a certificate has not been issued in respect of the share) is accompanied by the certificate for the share 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;
 - (b) is in respect of only one class of share; and
 - (c) is in favour of not more than four transferees.
30. If the directors refuse to register a transfer of a share, they shall send to the transferee notice of the refusal within two months after, in respect of Certificated Shares, the date on which the transfer was lodged with the Company or, in respect of Uncertificated Shares, the date on which the appropriate instructions were received by or on behalf of the Company, in each case in accordance with the rules and procedures of the Relevant System.
31. The Company will not close the register of members in respect of a Participating Security without the consent of the Operator of the Relevant System. Subject thereto and to the Statutes, the registration of transfers of shares or of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.
32. No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share.
33. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall (except in the case of fraud) be returned to the person lodging it when notice of the refusal is given.
34. 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.

DESTRUCTION OF DOCUMENTS

35. (1) The Company may destroy:-
- (a) any instrument of transfer, after six years from the date on which it is registered;
 - (b) any dividend mandate or notification of change of name or address (including an address for the delivery and receipt of electronic communications), after two years from the date on which it is recorded; and
 - (c) any share certificate, after one year from the date on which it is cancelled.
- (2) It shall be conclusively presumed in favour of the Company that every entry in the register of members purporting to have been made on the basis of a document so destroyed was duly and properly made, that every instrument of transfer so destroyed was duly registered, that every share certificate so destroyed was duly cancelled, and that every other document so destroyed was valid and effective in accordance with the particulars in that records of the Company: provided that:-
- (a) this article shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant;
 - (b) nothing in this article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document otherwise than as provided for in this article which would not attach to the Company in the absence of this article; and
 - (c) references in this article to the destruction of any document include references to the disposal of it in any manner.
- (3) References in this article to instruments of transfer shall include, in relation to Uncertificated Shares, instructions and/or notifications made in accordance with the rules and procedures of the Relevant System relating to the transfer of such shares.

UNTRACED MEMBERS

36. (1) The Company shall be entitled to sell at the best price reasonably obtainable any share held by a member, on any share to which a person is entitled by transmission, if:-
- (a) for a period of 12 years no cheque or warrant for amounts payable in respect of the share sent and payable in a manner authorised by these articles has been cashed and no communication (either written or in the form of, or contained in, an electronic communication) has been received by the Company from the member or person concerned;
 - (b) during that period at least three dividends in respect of the share have become payable;
 - (c) the Company has, after the expiration of that period, by advertisement in both a national newspaper published in the United Kingdom and in a newspaper circulating in the area of the last known postal address to which cheques or warrants were sent, given notice of its intention to sell such share; and
 - (d) the Company has not during the further period of three months after the date of the advertisement and prior to the sale of the share received any communication (either written or in the form of, or contained in, an electronic communication) from the member or person concerned.
- (2) To give effect to the sale the Company may appoint any person to execute an instrument of transfer of the share, and the instrument shall be as effective as if it had been executed by the registered holder of, or person entitled by transmission to, the

share. The Company shall be indebted to the member or other person entitled to the share for an amount equal to the net proceeds of the sale, but no trust shall be created and no interest shall be payable in respect of the proceeds of sale.

TRANSMISSION OF SHARES

37. If a member dies the survivor where he was a joint holder, or his personal representative where he was a sole holder or the only survivor of joint holders, shall be the only person recognised by the Company as having any title to his interest; but nothing in this article shall release the estate of a deceased member from any liability in respect of any share which had been jointly held by him.
38. A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the provisions of these articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer signed by the member and the death or bankruptcy of the member had not occurred. The directors may give notice requiring a person to make the election referred to in this article and if that notice is not complied with within 60 days, the directors may withhold payment of all dividends and other amounts payable in respect of the shares until notice of election has been given.
39. A person becoming entitled to a share by reason of the death or bankruptcy of a member shall have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any general meeting or at any separate meeting of the holders of any class of shares.

DISCLOSURE OF INTERESTS

40. (1) It is to be regarded as a cardinal principle of the Company that all members and persons interested in shares of the Company shall comply with those provisions of Part VI of the Act and any statutory modification or re-enactment thereof whereby the Company is empowered by notice in writing to require any member or other person as aforesaid within such reasonable time as is specified in the notice to disclose to the Company particulars of any interests, rights, agreements or arrangements affecting any of the shares held by that member or in which such other person as aforesaid is interested (which provisions in this article are referred to as "the statutory disclosure requirements").
- (2) If any holder of or any other person appearing to be interested in any shares of the Company fails within 14 days after the date of service of such notice to comply with the statutory disclosure requirements, then from the time of such failure until not more than seven days after the earlier of (i) receipt by the Company of notice that there has been a transfer of the shares pursuant to an arms length sale (as defined in paragraph (4) below) and (ii) due compliance, to the satisfaction of the Company, with the statutory disclosure requirements:-
- (a) if the shares are held in uncertificated form, the directors may serve upon the registered holder of such shares a notice requiring the holder to convert his holding of such Uncertificated Shares into certificated form within such period as is specified in the notice and require the holder to continue to hold such shares in certificated form for so long as such failure continues. If the holder shall fail to do so within such time as is specified in the said notice from the Company, the directors are empowered to authorise some person to take all such steps and issue such instructions by means of the Relevant System or otherwise, in the name of the holder of such shares, as may be necessary to effect the conversion of such shares to certificated form and such steps shall be as effective as if they had been taken by the registered holder of the relevant Uncertificated Shares;

- (b) if the shares are held in certificated form:-
- (i) (should the directors so resolve) such holder shall not be entitled to attend or vote at meetings of the Company in respect of all the shares for the time being registered in the account in the register of members of the Company in respect of which such notice was served;
 - (ii) (in circumstances where the holding represents at least 0.25 per cent. of the issued shares of the relevant class and should the directors so resolve) the payment of dividends in respect of such shares may be withheld; and
 - (iii) (in circumstances where the holding represents at least 0.25 per cent. of the issued shares of the relevant class and should the directors so resolve) such holder shall not be entitled to transfer such shares otherwise than pursuant to an arms length sale.
- (3) For the purposes of this article, a person shall be treated as appearing to be interested in any shares if the holder of shares has been served a notice pursuant to section 212 of the Act and such notice (together with such other notices (if any) as shall have been served upon any other persons in respect of the shares in question) fails to establish the identities of those interested or who have been interested in the shares and the Company knows or has reasonable cause to believe that someone other than the holder or the persons whose identities have been revealed is or has been interested in the shares.
- (4) For the purposes of this article, "an arms length sale" shall mean a sale to an unconnected party under which the beneficial ownership of the shares in question passes and shall include (but without limitation) a sale through a recognised investment exchange (as defined in the Financial Services Act 1986) or other recognised market or a sale in connection with acceptance of a takeover offer for the Company (as defined in section 428 of the Companies Act 1985).

STOCK

41. 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.
42. A holder of stock may transfer it or any part of it in the same manner, and subject to the same provisions of these articles 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 fix the minimum amount of stock transferable at an amount not exceeding the nominal amount of any of the shares from which the stock arose.
43. A holder of stock shall, according to the amount of the stock held by him, have the same rights as if he held the shares from which the stock arose: provided that no such right (except participation in dividends and in the assets of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that right.
44. All the provisions of these articles applicable to paid up shares shall apply to stock, and the words "share" and "member" shall include "stock" and "stockholder" respectively.

ALTERATION OF CAPITAL

45. (1) The Company may by ordinary resolution:-
- (a) increase its share capital by new shares of such amount as the resolution prescribes;

- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the memorandum;
 - (d) determine that, as between the shares resulting from such a sub-division, any of them may have any preference or advantage as compared with the others; and
 - (e) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
- (2) Upon any consolidation, division or sub-division of shares, the Company may treat holdings of Certificated Shares and of Uncertificated Shares of the same class as if they were different holdings.
46. Subject to holdings of Certificated Shares and of Uncertificated Shares being treated as different holdings, whenever as a result of a consolidation of shares any members would become entitled to fractions of a share (whether such consolidated share or fraction is in certificated or uncertificated form), the directors may on behalf of those members sell to any person (including, subject to the provisions of the Act, the Company) the shares representing the fractions for the best price reasonably obtainable and distribute the net proceeds of sale in due proportion among those members (except that if the amount due to a member is less than £3.00, or such other sum as the directors may decide, the sum may be retained for the benefit of the Company), and the directors may authorise some person to execute an instrument of transfer of the shares sold or, in respect of Uncertificated Shares, to transfer such shares in accordance with the rules and procedures of the Relevant System, in each case to or in accordance with the directions of the purchaser. The transferee 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 in or invalidity of the proceedings in reference to the sale. For the purposes of this article, any shares representing fractional entitlements to which any member would, but for this article, become entitled may be issued in certificated form or in uncertificated form.
47. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account, in any way.

PURCHASE OF OWN SHARES

48. Subject to the provisions of the Act, the Company may purchase its own shares, including redeemable shares, but not unless the purchase has been sanctioned by an extraordinary resolution passed at a separate meeting of the holders of any class of convertible shares in the Company.

GENERAL MEETINGS

49. All general meetings other than annual general meetings shall be called extraordinary general meetings.
50. The directors may call general meetings and on a members' requisition under section 368 of the Act shall forthwith convene an extraordinary general meeting for a date not later than twenty eight days after the date of the notice convening the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or, if there is no director within the United Kingdom, any member of the Company may call a general meeting.

NOTICE OF GENERAL MEETINGS

51. Subject to the provisions of the Act, an annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing or reappointing a person as a director shall be called by at least twenty-one clear days' notice in writing (including notices despatched by electronic communication) and all other extraordinary general meetings shall be called by at least fourteen clear days' notice in writing (including notices despatched by electronic communication). The notice shall specify the place, the day and the time of meeting and the general nature of the business to be transacted, and in the case of an annual general meeting shall specify the meeting as such. Subject to the provisions of these articles, notices 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 auditors of the Company.
52. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
53. (1) For the purposes of serving notice of meetings, whether under section 370(2) of the Act or any other enactment or under these articles, the directors may determine that the persons entitled to receive such notice of meeting are those persons entered on the register of members at the close of business on a day determined by the directors, provided that if the Company has Participating Securities, such date may not be more than 21 days before the date on which the relevant notice of meeting is sent.
- (2) For the purpose of determining which persons are entitled to attend and vote at any general meeting, and how many votes such persons may cast, the Company may specify in the relevant notice of general meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the register of members in order to have the right to attend and vote at the meeting. Changes to entries on the register of members after the time specified by the Company for the purposes of this article shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in the Statutes or in these articles to the contrary.

PROCEEDINGS AT GENERAL MEETINGS

54. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member, shall be a quorum.
55. If a quorum is not present within half an hour after the time appointed for holding the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the directors may determine. If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, the meeting shall be dissolved.
56. The chairman (if any) of the board of directors, or in his absence the vice-chairman, or in the absence of both of them some other director nominated by the directors, shall preside as chairman of the meeting, but if neither the chairman nor the vice-chairman nor such other director (if any) is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number present to be chairman and, if there is only one director present and willing to act, he shall be chairman.
57. If no director is willing to act as chairman, or no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

58. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares.
59. (1) The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- (2) Without prejudice to any other power which he may have under the provisions of these articles or at common law, the chairman may, without the consent of the meeting, interrupt or adjourn a meeting from time to time and from place to place or for an indefinite period if he decides that it has become necessary to do so in order to:-
- (a) secure the proper and orderly conduct of the meeting; or
 - (b) give all persons entitled to do so a reasonable opportunity of speaking and voting at the meeting; or
 - (c) ensure that the business of the meeting is properly disposed of.
- (3) When a meeting is adjourned for thirty days or more, at least seven clear days' notice shall be given in the same manner as in the case of the original meeting, specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give notice of an adjournment.
60. If it appears to the chairman that the meeting place specified in the notice convening the meeting is inadequate to accommodate all members entitled and wishing to attend, the meeting is duly constituted and its proceedings valid if the chairman is satisfied that adequate facilities are available to ensure that a member who is unable to be accommodated is able to:-
- (a) participate in the business for which the meeting has been convened; and
 - (b) hear and see all persons present who speak (whether by the use of microphones, loud speakers, audio visual communications equipment or otherwise), whether in the meeting place or elsewhere; and
 - (c) be heard and seen by all other persons present in the same way.
61. The directors may make any arrangement and impose any restriction they consider appropriate to ensure the security of a meeting including, without limitation, the searching of a person attending the meeting and the restriction of the items of personal property that may be taken into the meeting place. The directors are entitled to refuse entry to a meeting to a person who refuses to comply with these arrangements or restrictions.
62. If an amendment proposed to any resolution under consideration is ruled out of order by the chairman, the proceedings on the resolution shall not be invalidated by any error in the ruling.
63. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be 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 conferring a right to vote on the resolution 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.

64. Unless a poll is duly 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 minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
65. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
66. A poll shall be taken as the chairman directs, and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
67. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
68. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at some time and place as the chairman directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
69. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting in respect of which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

70. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative who is not himself a member entitled to vote, shall have one vote, and on a poll every member shall have one vote for every share of which he is the holder.
71. In the case of joint holders the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members.
72. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, on a show of hands or on a poll, by any person authorised in that behalf by that court, who may on a poll vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with these articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, and in default the right to vote shall not be exercisable.
73. No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares, either in person or by representative or proxy, in respect of any share held by him unless all amounts presently payable by him in respect of that share have been paid.

74. No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote except at the meeting or adjourned meeting at which the vote objected to is tendered. Subject to any objection made in due time, every vote counted and not disallowed at the meeting shall be valid and every vote disallowed or not counted shall be invalid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
75. On a poll votes may be given either personally or by representative or proxy (who need not be a member). A member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way.

PROXIES

76. An instrument appointing a proxy shall be in writing in any usual form or in the form of, or contained in, an electronic communication or in any other form which the directors may approve and shall be executed by or on behalf of the appointor. A corporation may execute a form of proxy either under its common seal or under the hand of a duly authorised officer (which shall include execution by the attachment to an electronic communication of an electronic signature). A member may appoint more than one proxy to attend on the same occasion. Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it.
77. (1) The instrument appointing a proxy may:-
- (a) be deposited at the Office or at such other place in 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 (which shall include for these purposes delivery of an instrument in the form of, or contained in, an electronic communication to such address as the Company may from time to time specify for the delivery and receipt of electronic communications), not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (b) in the case of a poll taken more than 48 hours after it was demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting to the chairman or to the secretary or to any director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
- (2) Where an instrument of proxy is executed under authority, that authority or a copy of the authority certified notari ally or approved in some other way by the directors shall be deposited with the Company in accordance with paragraph (1) of this article.
78. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice of the determination as received by the Company at the Office (or sent to such address as the Company may from time to time specify for the delivery and receipt of electronic communications), or at such other place at which the instrument of proxy was duly deposited, before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
79. 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 these articles a demand for a poll made by a person as proxy for a member or as the duly authorised

representative of a corporate member shall be the same as a demand made by the member).

80. The directors may at the expense of the Company send instruments of proxy to the members by post or otherwise (with or without provision for their return prepaid), or by sending them in the form of, or contained in, an electronic communication (where such has been previously agreed with any member and an address supplied to the Company for the delivery and receipt of electronic communications), for use at any general meeting or at any separate meeting of the holders of any class of shares, either in blank or nominating in the alternative any one or more of the directors or any other person. 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 at it. The accidental omission to send such an instrument or give such an invitation to, or the non-receipt thereof by, any member entitled to attend and vote at a meeting shall not validate the proceedings at that meeting.

CORPORATIONS ACTING BY REPRESENTATIVES

81. 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 separate meeting of the holders of any class of shares. The person so authorised shall be entitled to exercise the same power on behalf of the corporation as the corporation could exercise if it were an individual member of the Company, and the corporation shall for the purposes of these articles be deemed to be present in person at any such meeting if a person so authorised is present at it. The directors or the secretary may require the person purporting to be so authorised to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

DIRECTORS

82. Unless otherwise determined by the Company by ordinary resolution the number of directors (other than alternate directors) shall not be more than twelve nor less than two.
83. A director shall not require a share qualification. There shall not be an age limit for directors and sub-sections (1) to (6) of section 293 of the Act shall not apply to the Company.
84. Until otherwise determined by the Company by ordinary resolution, there shall be paid to the directors (other than alternate directors) such fees for their services in the office of director as the directors may determine (not exceeding in the aggregate an annual sum of £100,000 or such larger amount as the Company may by ordinary resolution decide) divided between the directors as they agree, or, failing agreement, equally. The fees shall be deemed to accrue from day to day. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the directors or of committees of the directors or general meetings or separate meetings of the holders of any class of shares or otherwise in connection with the discharge of their duties as directors.

ALTERNATE DIRECTORS

85. Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director appointed by him.
86. An alternate director shall (unless he is absent from the United Kingdom) be entitled to receive notices of meetings of the directors and of committees of the directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not present, and generally to perform all the functions of his appointor as a director in his absence, but shall not (unless the Company by ordinary resolution otherwise determines) be entitled to any fees for his services as an alternate director.

87. An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his reappointment.
88. An appointment or removal of an alternate director shall be by notice to the Company executed by the director making or revoking the appointment or in any other manner approved by the directors.
89. Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the director appointing him.

POWERS OF DIRECTORS

90. The business of the Company shall be managed by the directors who, subject to the provisions of the Act, the memorandum and these articles and to any directions given by special resolution, may exercise all the powers of the Company. No alteration of the memorandum or these articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by these articles and a meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.
91. (1) The directors shall restrict the borrowings of the Company and exercise all powers of control exercisable by the Company in relation to its subsidiaries so as to secure (as regards subsidiaries so far as by such exercise they can secure) that the aggregate principal amount (including any premium payable on final repayment) outstanding of all money borrowed by the Group (excluding amounts borrowed by any member of the Group from any other member of the Group, other than amounts to be taken into account under paragraph (2)(c) below) shall not at any time, save with the previous sanction of an ordinary resolution of the Company, exceed an amount equal to three times the aggregate of:-
- (a) the amount paid up on the share capital of the Company; and
 - (b) the total of the capital and revenue reserves of the Group, including any share premium account, capital redemption reserve and credit balance on the profit and loss account, but excluding sums set aside for taxation and amounts attributable to outside shareholders in subsidiaries of the Company and deducting any debit balance on the profit and loss account;
- all as shown in the then latest audited consolidated balance sheet and profit and loss account of the Group, but deducting any amount attributable to goodwill (other than goodwill arising on consolidation) and other intangible assets and the amount of any debit balance on profit and loss account and adjusted as may be necessary in respect of any variation in the paid up share capital or share premium account of the Company since the date of that balance sheet and further adjusted as may be necessary to reflect any change since that date in the companies comprising the Group.
- (2) For the purposes of this article, but without prejudice to the generality of the terms "borrowing" and "borrowed":-
- (a) amounts borrowed for the purpose of repaying the whole or any part of any amounts previously borrowed and then outstanding (including any premium payable on final repayment) and to be applied for that purpose within four months of the borrowing shall not, pending such application, be taken into account as money borrowed;
 - (b) the principal amount (including any premium payable on final repayment) of any debentures issued in whole or in part for a consideration other than cash shall be

taken into account as money borrowed by the member of the Group issuing them;
and

- (c) money borrowed by a partly-owned subsidiary and not owing to another member of the Group shall (notwithstanding sub-paragraph (b) above) be taken into account subject to the exclusion of a proportion of it equal to the minority proportion, and money borrowed and owing to a partly-owned subsidiary by another member of the Group shall be taken into account to the extent of a proportion of it equal to the minority proportion (and for the purpose of this sub-paragraph "minority proportion" means the proportion of the issued equity share capital of the partly-owned subsidiary which is not attributable, directly or indirectly, to the Company);
 - (d) the nominal or principal amount of any share capital, debentures or borrowed moneys (together in each case with any fixed or minimum premium payable on final repayment) of any body whether corporate or unincorporate the beneficial interest whereof is not for the time being owned directly or indirectly by the Company or any subsidiary and the repayment whereof is guaranteed by the Company or any subsidiary; and
 - (e) the principal amount raised by acceptances under any acceptance credit opened on behalf of and in favour of the Company or any subsidiary by any bank or accepting house.
- (3) In calculating the aggregate amount of borrowings for the purpose of this article, money borrowed by any member of the Group which is denominated or repayable in a currency other than sterling shall be treated as converted into sterling:-
- (a) at the rate of exchange used for the conversion of that currency in the latest audited balance sheet of that member; or
 - (b) if no rate was so used at the rate of exchange prevailing in London at the close of business on the date of that balance sheet;
- but if the amount in sterling resulting from conversion at that rate would be greater than that resulting from conversion at the rate prevailing in London at the close of business on the business day immediately preceding the day on which the calculation falls to be made, the latter rate shall apply instead.
- (4) No debt incurred or security given in respect of money borrowed or to be taken into account as money borrowed in excess of the above limit shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed had been or was thereby exceeded, but no lender or other person dealing with the Company shall be concerned to see or enquire whether such limit is observed.
 - (5) In this article references to a consolidated balance sheet or profit and loss account are to be taken, in a case where the Company has no subsidiaries, as references to the balance sheet or profit and loss account of the Company and, in a case where the Company has subsidiaries but there are no consolidated accounts of the Group, as references to the respective balance sheets or profit and loss accounts of the companies comprising the Group.

DELEGATION OF DIRECTORS' POWERS

92. (1) The directors may delegate any of their powers: -
- (a) to any managing director or any director holding any other executive office;
 - (b) to any committee consisting of one or more directors and (if thought fit) one or more other persons, but a majority of the members of the committee shall be

directors and no resolution of the committee shall be effective unless a majority of those present when it is passed are directors; and

- (c) to any local board or agency for managing any of the affairs of the Company either in the United Kingdom or elsewhere.
 - (2) Any such delegation may be subject to any conditions the directors impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject as aforesaid, the proceedings of any committee, local board or agency with two or more members shall be governed by such of these articles as regulate the proceedings of directors so far as they are capable of applying.
93. The directors may, by power of attorney or otherwise, appoint any person, whether nominated directly or indirectly by the directors, to be the agent of the Company for such purposes and with such powers and subject to such conditions as they think fit, and any such appointment may contain such provisions for the protection and convenience of persons dealing with the agent as the directors may think fit, and may also authorise the agent to sub-delegate all or any of the powers vested in him.

APPOINTMENT AND RETIREMENT OF DIRECTORS

94. At the annual general meeting in every 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; but, if there is only one director who is subject to retirement by rotation he shall retire. The directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the board of directors at the date of the notice convening the annual general meeting, and no director shall be required to retire or be relieved from retiring by reason of any change in the number or identity of the directors after the date of such notice but before the close of the meeting.
95. Subject to the provisions of the Act and to the following provisions of these articles, the directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
96. If the Company, at the meeting at which a director retires by rotation, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or a resolution for the reappointment of the director is put to the meeting and lost.
97. (1) No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless:-
- (a) he is recommended by the directors; or
 - (b) not less than seven nor more than forty two days before the date appointed for holding the meeting, notice executed by a member qualified to vote on the appointment or reappointment has been given to the Company of the intent to propose that person for appointment or reappointment, stating the particulars which would, if he were appointed or reappointed, be required to be included in the Company's register of directors, together with notice executed by that person of his willingness to be appointed or reappointed.
- (2) Not less than three nor more than twenty-eight days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person in respect of whom notice has been duly given to the Company under paragraph (1) of this article. The notice under this paragraph shall give the particulars of that person stated in the notice under paragraph (1).

98. 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.
99. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may also determine the rotation in which any additional directors are to retire.
100. The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number fixed as the maximum number of directors. A director so appointed shall retire at the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting.
101. Subject as aforesaid, a director who retires at an annual general meeting may be reappointed. If he is not reappointed or deemed to have been reappointed, he shall retain office until the meeting appoints someone in his place or, if it does not or so, until the end of the meeting.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

102. Without prejudice to the provisions of the Act, the Company may, by ordinary resolution, remove a director before the expiration of his period of office (but such removal shall be without prejudice to any claim to damages for breach of any contract of service between the director and the Company) and may, by ordinary resolution, appoint another person instead of him. A 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 reappointed a director.
103. The office of a director shall be vacated if :-
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder;
and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of any person to exercise powers with respect to his property or affairs; or
 - (d) he resigns his office by notice in writing to the Company; or
 - (e) in the case of a director who holds any executive office, his appointment as such is terminated or expires and the directors resolve that his office be vacated; or
 - (f) he is absent for more than six consecutive months without permission of the directors from meetings of the directors held during that period and the directors resolve that his office be vacated; or

- (g) he is requested in writing by all the other directors to resign.

DIRECTORS' APPOINTMENTS AND INTERESTS

104. The directors may appoint one or more of their number to the office of managing director or to any other executive officer under the Company and, subject to the provisions of the Act, any such appointment may be made for such term, at such remuneration and on such other conditions as the directors think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.
105. (1) Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate;
- and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- (2) For the purposes of this article:-
- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
 - (b) 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.

DIRECTORS' GRATUITIES AND PENSIONS

106. The directors may provide benefits, whether by the payment of gratuities or pensions or by insurance or otherwise, for any director who has held but no longer holds any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or a predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse and a former spouse) any person who is or was dependent on him and may (as well before as after he ceases to hold such office or employment) contribute to any fund and pay premiums for the purchase or provision of any such benefit.

PROCEEDINGS OF DIRECTORS

107. (1) Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit.
- (2) A director may, and the secretary at the request of a director shall, call a meeting of the directors. Subject to paragraph (3) of this article, it shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Any director may waive notice of a meeting and any such waiver may be retrospective.

- (3) If a director notifies the Company in writing of a postal address in the United Kingdom, or an address for the delivery and receipt of electronic communications, at which notice of meetings of the directors is to be given to him when he is absent from the United Kingdom, he shall, if so absent, be entitled to have notice given to him at that address; but the Company shall not be obliged by virtue of this paragraph to give any director a longer period of notice than he would have been entitled to had he been present in the United Kingdom at that address.
 - (4) Questions arising at a meeting shall be declared 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 in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
108. (1) No business shall be transacted at any meeting of the directors unless a quorum is present. The quorum may be fixed by the directors and unless so fixed at any other number shall be two. An alternate director who is not himself a director shall, if his appointor is not present, be counted in the quorum. For the purposes of determining whether a quorum is present:-
- (a) in the case of a resolution agreed by directors in accordance with paragraph (2) of this article, all such directors shall be counted in the quorum; and
 - (b) in the case of a meeting of directors, in addition to the directors present at the meeting any director participating in such meeting in accordance with paragraph (2) of this article shall be counted in the quorum.
- (2) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:-
- (a) to hear each of the other participating directors addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating directors simultaneously;
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or developed subsequently) or by a combination of such methods. Each director so participating in a meeting shall be deemed to be "present" at such meeting for the purposes of these articles.
- A meeting held in accordance with this article is deemed to take place at the place where the largest group of participating directors is assembled, or if no such group is readily identifiable, at the place from where the chairman of the meeting participates.
109. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
110. The directors may elect from their number, and remove, a chairman and a vice-chairman of the board of directors. The Chairman, or in his absence the vice-chairman, shall preside at all meetings of the directors, but if there is no chairman or vice-chairman, or if at the meeting neither the chairman nor the vice-chairman is present within five minutes after the time appointed for the meeting, or if neither of them is willing to and as chairman, the directors present may choose one of their number to be chairman of the meeting.
111. All acts done by a meeting of the directors, or a committee of the directors, or by a person acting as a director, shall notwithstanding that it may afterwards be discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, 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.

112. A resolution in writing executed by all the directors entitled to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of the directors duly convened and held, and may consist of several documents in the like form each executed by one or more directors, but a resolution executed by an alternate director need not also be executed by his appointor and, if it is executed by a director who has appointed an alternate director, it need not also be executed by the alternate director in that capacity.
113. (1) Save as otherwise provided by these articles, a director shall not vote at a meeting of the directors on any resolution concerning a matter in which he has, directly or indirectly, a material interest (other than an interest in shares, debentures or other securities of, or otherwise in or through, the Company), unless his interest arises only because the case falls within one or more of the following sub-paragraphs:-
- (a) the resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him or any other person at the request or for the benefit of the Company or any of its subsidiaries;
 - (b) the resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of a debt or an obligation of the Company or any of its subsidiaries for which the director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
 - (c) his interest arises by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares in or debentures or other securities of or by the Company or any of its subsidiaries for subscription, purchase or exchange;
 - (d) the resolution relates in any way to a superannuation fund or retirement, death or disability benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes;
 - (e) the resolution relates to an arrangement for the benefit of the employees of the Company or any of its subsidiaries, including but without being limited to an employees' share scheme, which does not accord to any director as such any privilege or advantage not generally accorded to the employees to whom the arrangement relates;
 - (f) the resolution relates to a transaction or arrangement with any other company in which he is interested directly or indirectly, provided that he is not the holder of or beneficially interested in one per cent or more of the equity share capital of that company (or of any other company through which his interest is derived) and not entitled to exercise one per cent or more of the voting rights available to members of the relevant company;
 - (g) any arrangement concerning insurance for the benefit of directors or for the benefit of employees of the Company or any of its subsidiaries under which the director benefits in a similar manner as the employees and does not accord to any director as such any privilege or advantage not generally accorded to the employees to whom such arrangement relates.
- (2) For the purposes of this article, an interest of any person who is for any purpose of the Act connected with a director shall be taken to be the interest of that director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.
114. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

115. Where proposals are under consideration concerning the appointment of two or more directors to offices or employments with the Company or any body corporate in which the Company is interested, the proposals may be divided and considered in relation to each director separately and (provided he is not by the proviso to article 113(1)(f) or under any other provisions of these articles or for any other reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
116. If a question arises at a meeting of the directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting (or, if the director concerned is the chairman, to the other directors at the meeting), and his ruling 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 conclusive.

MINUTES

117. The directors shall cause minutes to be made in books kept for the purpose:-
- (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of the directors, including the names of the directors present at each such meeting.

SECRETARY

118. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and on such other conditions as they think fit; and any secretary so appointed may be removed by them.

THE SEAL

119. The seal shall be used only by the authority of a resolution of the directors or of a committee of the directors. The directors may determine whether any instrument to which the seal is affixed, shall be signed and, if it is to be signed, who shall sign it. Unless otherwise so determined:-
- (a) share certificates and, subject to the provisions of any instrument constituting the same, certificates issued under the seal in respect of any debentures or other securities, need not be signed and any signature may be affixed to any such certificate by any mechanical means approved by the directors (including by laser printer); and
 - (b) every other instrument to which the seal is affixed shall be signed by one director and by the secretary or another director.
120. Subject to the provisions of the Act, the Company may have an official seal for use in any place abroad.

DIVIDENDS

121. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors.
122. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights

if, at the time of payment, any preferential dividend is in arrears. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. If the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

123. Except as otherwise provided by these articles or the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. If any share is issued on terms that it ranks for dividend as from a particular date, it shall rank for dividend accordingly. In any other case, dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this article, no amount paid up on a share in advance of a call shall be regarded as paid up on the share.
124. A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates (or ignore fractions) and fix the value for distribution of any assets, and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members, and may vest any assets in trustees.
125. Any dividend or other money payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other money payable in respect of the share.
126. In addition to the provisions of article 125 above, any dividend or other moneys payable in cash on or in respect of a share may be paid by means of:-
- (a) the Bank Automated Clearing System in circumstances where the Company has been supplied with bank details of the member or person entitled thereto sufficient to enable the Company to effect a direct transfer of such moneys to the bank account of such member or person entitled thereto (or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder to any one of such persons having supplied the Company with the aforesaid details) or to such person as such member or person or persons may in writing direct (subject to the provision of adequate bank details as aforesaid in respect of such person). Any such moneys payable to such person or member which are transferred by the Company by means of the Bank Automated Clearing System and which are not received by such member or person entitled thereto shall not be recoverable from the Company if the transfer is made by the Company in accordance with the bank details provided by such member or person;
 - (b) by such other method as the directors may in their absolute discretion think fit, including but not limited to payments being made through the Relevant System in respect of shares held in uncertificated form. The directors may in their absolute discretion establish procedures for elections to be made by the holders of Uncertificated Shares relating to such payments, and shall be entitled to rely on authorities which the Company receives in respect of such payments.

127. Notwithstanding any other provision of these articles relating to payments in respect of shares, where:-
- (a) the directors determine to make payments in respect of Uncertificated Shares through the Relevant System, they may determine to enable any holder of Uncertificated Shares to elect not to receive payments through the Relevant System and, in such event, establish procedures to enable such holder to make, vary or revoke any such election; and
 - (b) the Company receives an authority in respect of such payment in respect of shares in a form satisfactory to it from a holder of any share (whether such authority is given in writing or by means of the Relevant System or otherwise);

the Company may make, or procure the making of, such payments in accordance with such authority and any payment made in accordance with such authority shall constitute a good discharge therefor.

128. The Company may cease to send any cheque or warrant (or to use any other method of payment) for any dividend on any share which is normally paid in that manner if in respect of at least two consecutive dividends payable on that share the cheque or warrant has been returned undelivered or remains uncashed (or that other method of payment has failed) or, following one such occasion, reasonable enquiries have failed to establish any new address of the registered holder, but, subject to the provisions of these articles, shall recommence sending cheques or warrants (or using another method of payment) in respect of the dividends payable on that share if the holder or person entitled by transmission claims the arrears of dividend and does not instruct the Company to pay future dividends in some other way.
129. No dividend or other money payable in respect of a share shall bear interest against the Company, unless otherwise provided by the rights attached to the share.
130. The payment by the directors of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof and any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.

SCRIP DIVIDENDS

131. Subject to approval by the Company at any annual general meeting, the directors may, in respect of any dividend declared or proposed to be declared at the annual general meeting or at any time prior to the next following annual general meeting (and provided that an adequate number of unissued ordinary shares are available for the purpose), determine and announce, prior to or contemporaneously with their announcement of the dividend in question and any related information as to the Company's profits for such financial period or part thereof, that ordinary shareholders will be entitled to elect to receive in lieu of such dividend (or part thereof) an allotment of additional ordinary shares credited as fully paid. In any such case the following provisions shall apply:-
- (a) The basis of allotment shall be determined by the directors so that, as nearly as may be considered convenient, the value (calculated by reference to the average quotation) of the additional ordinary shares (including any fractional entitlement) to be allotted in lieu of any amount of dividend shall equal such amount. For such purpose, the 'average quotation' of an ordinary share shall be the average of the middle market quotations of the London Stock Exchange as shown in the Daily Official List, on each of the first five business days on which the ordinary shares are quoted ex the relevant dividend.
 - (b) The directors shall give notice in writing, or to such address as a member shall have notified to the Company for the delivery and receipt of electronic communications, to the ordinary shareholders of the right of election accorded to them and shall send with or following such notice forms of election and specify the

procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective.

- (c) The dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on ordinary shares in respect whereof the share election has been duly exercised ("the elected ordinary shares"), and in lieu thereof additional shares shall be allotted to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose the directors shall capitalise, out of such of the sums standing to the credit of reserves (including any share premium account or capital redemption reserve fund) or profit and loss account of the Company as the directors may determine a sum equal to the aggregate nominal amount of additional ordinary shares to be allotted on such basis and apply the same in paying up in full the appropriate number of unissued ordinary shares for allotment and distribution to and amongst the holders of the elected ordinary shares on such basis.
- (d) The additional ordinary shares so allotted shall rank *pari passu* in all respects with the fully paid ordinary shares then in issue save only as regards participation in the relevant dividend (or share election in lieu).
- (e) The directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the directors to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements accrues to the Company rather than to the members concerned). The directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.
- (f) The directors may on any occasion determine that rights of election shall not be made available to any ordinary shareholders with registered addresses in any territory where in the absence of registration statement or other special formalities the circulation of an offer of rights of election would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.
- (g) For the purposes of this article, holdings of Certificated Shares and of Uncertificated Shares shall be treated as different holdings.

CAPITALISATION OF PROFITS

132. (1) The directors may with the authority of an ordinary resolution of the Company:-
- (a) subject as hereinafter provided, resolve to capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;
 - (b) appropriate the sum resolved to be capitalised to the members in proportion to the nominal amounts of the shares (whether or not fully paid) held by them respectively which would entitle them to participate in a distribution of that sum if the shares were fully paid and the sum were then distributable and were distributed by way of dividend and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members or as they may direct, in those proportions, or partly in one way and partly in the other, but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this article only be applied in paying up unissued shares to be issued to members credited as fully paid;

- (c) resolve that any shares so allotted to any member in respect of a holding by him of any partly paid shares shall so long as such shares remain partly paid rank for dividends only to the extent that the latter shares rank for dividends;
 - (d) make such provision by the issue of fractional certificates (or by ignoring fractions) or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable in fractions;
 - (e) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any further shares to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members; and
 - (f) generally do all acts and things required to give effect to such resolution as aforesaid.
- (2) For the purposes of this article, holdings of Certificated Shares and of Uncertificated Shares shall be treated as different holdings.

RECORD DATES

133. Notwithstanding any other provision of these articles, but without prejudice to any rights attached to any existing shares, the Company or the directors may fix a date as the record date by reference to which a dividend will be declared or paid or a distribution, allotment or issue made, and that date may be before, on or after the date on which the dividend, distribution, allotment or issue is declared, paid or made.

ACCOUNTS

134. No member (other than a director) shall have any right of inspecting any accounting record or other document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.
135. A copy of the directors' and auditors' reports accompanied by copies of the balance sheet and every document required by the Act to be annexed to the balance sheet shall, not less than twenty-one clear days before the annual general meeting before which they are to be laid, be delivered or sent by post, or delivered to such address as a member shall from time to time notify to the Company for the delivery and receipt of electronic communications, to every member and holder of debentures of the Company, and to the auditors, provided that:-
- (a) the Company need not (subject to the provisions of the Act and the rules and regulations of the United Kingdom Listing Authority and the London Stock Exchange so permitting and if the directors so decide) send copies of such documents to members, but may instead send them a summary financial statement derived from the Company's annual accounts and the directors' report, in such form and containing such information as may be required by the Act or the rules and regulations of the United Kingdom Listing Authority and the London Stock Exchange;
 - (b) copies of the Company's annual accounts (together with the directors' report for that financial year and the auditors' report on those accounts) shall be sent to any member who wishes to receive them and the Company shall comply with any provisions of the Act as to the manner in which it shall ascertain whether a member wishes to receive them; and
 - (c) this article shall not require a copy of these documents to be sent to more than one of joint holders or to any person of whose postal address, or address for the delivery and receipt of electronic communications, 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.

If all or any of the shares in or debentures of the Company are listed or dealt in on any stock exchange, there shall at the same time be forwarded to the secretary of that stock exchange such number of copies of each of those documents as may be required by the regulations of that stock exchange.

NOTICES

136. Any notice to be given to or by any person pursuant to these articles shall be in writing, except that a notice calling a meeting of the directors need not be in writing.
137. The Company may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered postal address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder 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. A member whose registered postal address is not within the United Kingdom and who gives to the Company a postal address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that postal address, but otherwise no such member shall be entitled to receive any notice from the Company.
138. The Company may also, subject to the provisions of the Statutes, give or send to any members any notice or other document (excluding a share certificate) by electronic communication where:-
- (a) the Company and that member have agreed to the use of electronic communication for sending copies of documents to the member and:-
 - (i) the documents are documents to which the agreement applies; and
 - (ii) copies of the documents are sent using electronic communication to such address (or to one of such addresses if more than one) as may from time to time be notified by the member to the Company for that purpose; or
 - (b) the Company and that member have agreed to that member having access to documents on a website (instead of the documents being sent to him) and:-
 - (i) the documents are documents to which the agreement applies; and
 - (ii) the member is notified in a manner for the time being agreed for the purpose between the member and the Company of:-
 - (1) the publication of the documents on a website;
 - (2) the address of that website;
 - (3) the place on that website where the documents may be accessed and how they may be accessed; and
 - (4) the period of time for which the documents will be available on the website, which must be for a period of not less than 21 days from the date of notification or, if later, until the conclusion of any general meeting to which the documents relate; and
 - (c) the documents are published on that website throughout the period referred to in sub-paragraph (b)(ii)(4) of this article, provided that, if the documents are published on that website for a part but not all of such period, the documents will be treated as published throughout that period if the failure to publish those documents throughout that period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid.

139. A member present either in person or by proxy, or in the case of a corporate member by a duly authorised representative, at any meeting of the Company or of the holders of any class of shares shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
140. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been given to the person from whom he derives his title; but this article does not apply to a notice given under section 212 of the Act.
141. Any notice 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 inserted once in at least one national newspaper published in the United Kingdom.
142. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised on the date the notice was to have been so sent in at least one leading national newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case, the Company may still serve notices by electronic communication, where this has previously been agreed with any member, but shall send confirmatory copies of the notice by post to members to whom it was not sent by electronic communication if at least forty-eight hours prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.
143. (1) A notice sent by post shall be deemed to have been given on the day following that on which the envelope containing the notice was posted unless it was sent by second class post or there is only one class of post in which case it shall be deemed to have been given on the day next but one after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that notice was given. A notice given by advertisement shall be deemed to have been served on the day on which the advertisement appears.
- (2) Where a notice or other document is given or sent by electronic communication, it shall be deemed to have been given or sent at the expiration of two hours from the time it was sent to an address supplied by the member or of notification to the member of its publication on a website. Proof that a notice or other document given or sent by electronic communication was given or sent in accordance with current guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice or document was sent or given.
144. A notice may be given by the Company to the person entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it in any manner authorised by these articles for the giving of notice to a member addressed to that person by name, or by the title of representative of the deceased or trustee of the bankrupt or by any like description, at the postal address, if any, within the United Kingdom, or address for the delivery and receipt of electronic communications, supplied for that purpose by the person claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred.
145. If on two consecutive occasions any communications (including without prejudice to the generality of the foregoing notices and circulars) have been sent through the post to any member at his registered address or his address for the service of communications, or to any address notified by that member for the delivery and receipt of electronic communications but have been returned, or are notified by any electronic communication delivery service as being, undelivered, such member shall not thereafter be entitled to receive communications from the Company until he shall have communicated with the Company and confirmed that communications should continue to be sent to the existing address or supplied in writing to the Company either:-

- (a) a new registered address or address within the United Kingdom for the service of communications by post; or
- (b) a new address for the delivery and receipt of electronic communications.

REGISTER OF MEMBERS

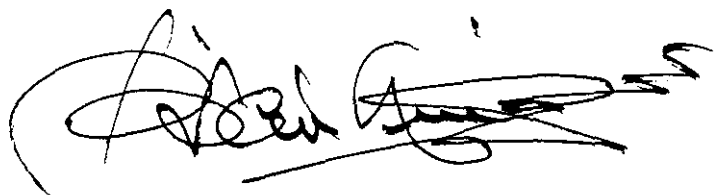
146. Subject to the provisions of the Act, the Company may keep an overseas, local or other register in any place, including in any territory a branch register of members resident in such territory, and the directors may make, amend and revoke any such regulations as the directors may think fit respecting the keeping of any such register, provided however that those members who hold Uncertificated Shares may not be entered as holders of those shares on any such register.

WINDING UP

147. If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution and any other sanction required by the Act, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he may with the like sanction determine, but no member shall be compelled to accept any assets upon which there is a liability.

INDEMNITY

148. Subject to the provisions of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of guilt or breach of duty on his part, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company.

A handwritten signature in black ink, appearing to be 'A. J. [unclear]', written in a cursive style.