

No. of Company 1761813

THE COMPANIES ACTS 1948 TO 1981
AND
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
(as altered by Special Resolution passed on the 17th October 1983
and by Written Resolution passed on 15 June 2007)

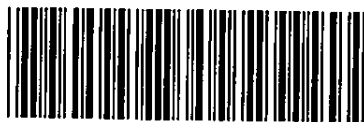
of

CITY INDEX LIMITED

(Incorporated the 17th day of October 1983)

MACFARLANES LLP
20 CURSITOR STREET
LONDON
EC4A 1LT

FRIDAY



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COMPANIES HOUSE

THE COMPANIES ACTS 1948 TO 1981
AND
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CITY INDEX LIMITED

(As altered by Special Resolution passed on the 17th October 1983
and by Written Resolution passed on 15 June 2007)

- 1 The Name of the Company is "CITYLANCE LIMITED"¹
- 2 The Registered Office of the Company will be situate in England.
- 3 The Objects for which the Company is established are:-

(A) To carry on the business of turf accountants bookmakers betting office proprietors commission agents and football pool promoters: to act as agents in the receipt and distribution of moneys invested or subscribed for the purposes of greyhound and horse racing betting football and other pools or distributable as the result of any such pools and to organise manage and conduct football and other pools conducted on the principle of the totalisator or french pari-mutuel system or otherwise and to act as agents for the collection receipt transmission or payment of money and the placing or taking of bets and generally to transact all kinds of

¹ On 24 November 1983 the name of the Company was changed to CITY INDEX LIMITED.

agency and commission business; to fix and alter the subscription payable as the condition of admission to any pool organised by the Company and the regulations upon which persons shall be admitted to do business with the Company and to manufacture repair maintain buy sell import export distribute and deal in gaming coin and slot machines record playing machines amusement equipment and vending and automatic machines of every description and all apparatus appliances accessories and materials required in connection therewith; to carry on all or any of the businesses of advertising specialists consultants and contractors printers and publishers stationers and racing correspondents and sports editors and general merchants agents and traders.

(B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Sub-Clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

C) To purchase, take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for

the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company, firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is for the time being the Company's Holding or Subsidiary company as defined by Section 154 of the Companies Act, 1948, or otherwise associated with the Company in

business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependents of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid, or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(J) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, other negotiable instruments and contracts relating to derivatives including by way of ISDA documentation..

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(L) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(N) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities and guarantee the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(P) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

(Q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(R) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(S) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures or other securities of any other company.

(T) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraphs or the name of the Company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company

4 The liability of the Members is limited,

5 The share capital of the Company is £100 divided into 100 shares of £1 each.²

² 1) By Special Resolution of the Company passed on 31 January 1984 the authorised share capital of the Company was increased from £100 to £50,000 divided into 25,000 "A" Ordinary shares of £1 each and 25,000 "B" Ordinary shares of £1 each;
 2) By Ordinary Resolution of the Company passed on 19 September 1989 the authorised share capital of the Company was increased to £2,308,065 by the creation of 2,258,065 "Class C" shares of £1 each;
 3) By Special Resolution of the Company passed on 10 January 1991 each of the 'A' and 'B' Ordinary Shares of £1 were re-designated as Ordinary Shares of £1 each;
 4) By Ordinary Resolution of the Company passed on 10 January 1991 the authorised share capital of the Company was increased to £2,333,065 by the creation of 25,000 non-voting shares of £1 each (the "BB shares");

We, the several persons whose Names, Addresses and Descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of shares taken by each Subscriber
<p>ROY C. KEEN Temple Chambers Temple Avenue London EC4Y OHP</p> <p>Company Director</p> <p>NIGEL L. BLOOD Temple Chambers Temple Avenue London EC4Y OHP</p> <p>Company Director</p>	<p>One</p> <p>One</p>

Dated the 1st day of September, 1983.

Witness to the above signatures:-

J. JEREMY A. COWDRY
Temple Chambers
Temple Avenue
London
EC4Y OHP

Company Director

-
- 5) By Special Resolution of the Company passed on 20 April 1994 all the (a) issued and (b) authorised but unissued Class C Shares of £1 each and all the (a) issued and (b) authorised but unissued BB Shares of £1 each were reclassified as Ordinary Shares of £1 each;
 - 6) By Written Resolution of the Company passed on 6 January 2004 each of the 2,333,065 issued and unissued Ordinary Shares of £1 in the capital of the Company was subdivided into 100 Ordinary Shares of £0.01;
 - 7) By Written Resolution of the Company passed on 30 March 2007 the authorised share capital of the Company was increased to £60,333,065 by the creation of 58,000,000 Redeemable Non-Voting Preference Shares of £1 each;
 - 8) By Written Special Resolution of the Company passed on 9 February 2009 the authorised share capital of the Company was increased to £150,000,000 by the creation of an additional 89,666,935 Redeemable Non-Voting Preference Shares of £1 each.

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by special resolution passed on 18 January 2008)

- of -

CITY INDEX LIMITED

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COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

(Adopted by special resolution passed on 18 January 2008)

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CITY INDEX LIMITED

INTRODUCTORY

- 1.1 The Regulations contained or incorporated in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) Amendment Regulations 1985 and The Companies Act 1985 (Electronic Communications) Order 2000 (in the following Articles "Table A") shall apply to the Company, save insofar as they are varied or excluded by or are inconsistent with the following Articles.
- 1.2 In Regulation 1 of Table A, the words "and in Articles of Association adopting the same" shall be inserted after the word "regulations" in the last paragraph of that Regulation and the sentence "Any reference to any statutory provision shall be deemed to include a reference to each and every statutory amendment, modification, re-enactment and extension thereof for the time being in force" shall be inserted at the end of that Regulation.
- 1.3 Regulations 40, 73 to 77 (inclusive), 80, 90, 94 to 98 (inclusive) and 118 of Table A shall not apply to the Company.
- 2 In these Articles, the expression "the Controlling Shareholder" means the registered holder for the time being of more than one half in nominal value of the issued ordinary share capital of the Company and includes (for the avoidance of doubt) any member holding all of the issued ordinary share capital of the Company and the expression "the Nominee" means any person holding shares in the Company as nominee or otherwise on trust, for the Controlling Shareholder.

SHARE CAPITAL

- 3 The share capital of the Company at the date of adoption of this Article 3 is £60,333,065, divided into £58,000,000 Redeemable Non-voting Preference Shares of £1 each ("Preference Shares") and 233,306,500 Ordinary Shares of

£0.01 each ("Ordinary Shares")¹. The Preference Shares shall have the rights and restrictions as set out in this Article 3.

3.1 **Distributions**

3.1.1 The holders of Preference Shares shall have the right, in respect of each financial period of the Company, to receive out of the profits of the Company available for distribution and resolved by the Company in general meeting or the directors to be distributed, in priority to any payment of any dividend to the holders of any other class of shares in the capital of the Company, a non-cumulative preferential cash dividend ("the Preference Dividend") at the rate of 2% per annum above the average base rate of Barclays Bank plc applicable in the six month period up to the date before payment of such dividend, on the capital for the time being paid up or credited as paid up in respect of each Preference Share of which it is the holder, which dividend shall accrue from day to day and shall be payable half-yearly in arrears on such dates as shall be determined by the board of Directors.

3.1.2 The holders of Preference Shares shall not be entitled to any further participation in the profits of the Company.

3.2 **Return of Capital**

3.2.1 On a winding up or other return or repayment of capital (otherwise than on the redemption of shares of any class or the purchase by the Company of its own shares), the holders of Preference Shares shall have the right to receive out of the assets of the Company available for distribution in priority to any payment of capital to the holders of any other class of shares in the capital of the Company:

- (a) firstly, payment of a sum equal to all arrears or accruals of the Preference Dividend on the Preference Shares (whether earned or declared or not) to be calculated down to and including the date of payment; and
- (b) secondly, payment in full of the amount paid up on or credited as paid up on the Preference Shares.

3.3 **Redemption of Preference Shares**

3.3.1 The Company may redeem the Preference Shares at any time, provided always that, unless The Financial Services Authority gives its consent, any such redemption may not take place if, after such redemption, the Company would be in breach of rule 10-62(1) of the Interim Prudential Sourcebook for Investment Businesses as amended, extended or applied from time to time and to the extent applicable to the Company at any relevant time; or of any provisions of Rule 2.2 of the General Prudential Sourcebook which may be applicable to the Company at any relevant time. Subject to this proviso and to the provisions of the Act, the Preference Shares shall be redeemed out of any profits or monies of the Company which may lawfully be applied for that purpose.

¹ Pursuant to a Written Special Resolution of the Company passed on 9 February 2009 the share capital of the Company is £150,000,000 divided into 147,666,935 Redeemable Non-Voting Preference Shares of £1 each and 233,306,500 Ordinary Shares of £0.01 each.

3.3.2 Any notice of redemption shall specify the number of shares to be redeemed, the date fixed for redemption and the place at which the certificate(s) for such shares are to be presented for redemption and, upon such date, each of the holders of the shares concerned shall be bound to deliver to the Company at such place the certificate(s) for the shares concerned in order that the same may be cancelled. Upon such delivery, the Company shall pay to such holder (or to his order) the amount due to him in respect of such redemption. If any certificate so delivered to the Company shall include any Preference Shares not then to be redeemed, a fresh certificate for those shares shall be issued without charge.

3.3.3 On each Preference Share redeemed there shall be paid the amount paid up (or credited as paid up) on such Preference Share together with any premium and also including a sum equal to any arrears or accruals of the Preference Dividend payable, to be calculated up to and including the date fixed for redemption and to be payable irrespective of whether or not such dividends have been declared or earned.

3.3.4 If any holder of Preference Shares whose shares are liable to be redeemed shall fail or refuse to deliver up the certificate for his shares, the Company may retain the redemption monies until delivery of the certificate (or an indemnity in respect of such shares in a form reasonably satisfactory to the Company) at which time it shall pay the redemption monies to such shareholder.

3.3.5 As from the date fixed for redemption of any of the Preference Shares, any dividend shall cease to accrue on such shares except in relation to shares which have been presented and payment of the money due at such redemption has been refused.

3.4 **Voting Rights**

The holders of the Preference Shares shall not be entitled to receive notice of or attend or vote at any general meeting of the Company.

4 **Variation of Class Rights**

4.1 Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either while the Company is a going concern, or during or in contemplation of a winding up, with the consent in writing of the holders of three fourths of the issued shares of the class or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of that class. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company shall apply *mutatis mutandis*.

4.2 The rights attached to any class of shares shall not (unless otherwise provided by the rights attached to the shares of that class) be deemed to be varied by the creation or issue of further shares ranking in some or all respects *pari passu* therewith or in priority thereto or by the purchase or redemption by the Company of any of its own shares.

5.1 No share or beneficial interest in a share shall be issued or allotted to any person other than the Controlling Shareholder or some other person expressly approved by the Controlling Shareholder in writing, but subject to that all the unissued

shares for the time being in the capital of the Company shall be at the disposal of the Directors who may allot, grant options over or otherwise dispose of them to such persons, at such times and on such terms and conditions as they think proper, subject to section 80 of the Act and provided that no share shall be issued at a discount.

- 5.2 The provisions of sections 89(1) and 90(1) of the Act shall not apply to the Company.

TRANSFER OF SHARES

- 6 Notwithstanding any other provision of these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

- 6.1 is to any bank, institution or other person to which shares have been charged by way of security, or to any nominee of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution"); or
- 6.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- 6.3 is executed by a Secured Institution or its nominee pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them for any valuable consideration or otherwise.

- 7 The Directors may, in their absolute discretion and without giving any reason, refuse to register the transfer of any share in the capital of the Company, whether fully or partly paid save that the Directors shall be obliged to register any transfer of shares made to or by, or with the express written consent of the Controlling Shareholder, or made pursuant to Article 8. In its application to the Company Regulation 24 of Table A shall be modified by the deletion of the first sentence.
- 8 The Controlling Shareholder may at any time by notice given to the Nominee at the registered address of the Nominee shown in the Register of Members of the Company require the Nominee to transfer all or any shares registered in his name to the Controlling Shareholder or any other person specified in the notice for no consideration. If the Nominee shall fail within 48 hours after service of the notice to transfer the shares in question, the Directors may authorise any person to execute on behalf of and as agent or attorney for the Nominee any necessary instrument of transfer and shall cause the name of the transferee to be entered in the Register as the holder of the shares in question. After the name of the transferee has been entered in the Register in purported exercise of these powers, the validity of the proceedings shall not be questioned by any person.

GENERAL MEETINGS

- 9 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. One member holding more than one half in nominal value of the issued ordinary share capital of the Company for the time being and present in person or by proxy or representative shall constitute a quorum and shall be deemed for this purpose to constitute a valid meeting but, save in such a case, two members present in person or by proxy or representative shall be a quorum.

DIRECTORS

- 10 In its application to the Company, Regulation 64 of Table A shall be modified by the deletion of the word "two" and the substitution of the word "one".
- 11 The Controlling Shareholder shall have the right at any time and from time to time to appoint one or more persons to be a Director or Directors of the Company. Any such appointment shall be effected by notice in writing to the Company by the Controlling Shareholder and the Controlling Shareholder may in like manner at any time and from time to time remove from office any Director (whether or not appointed by him or it pursuant to this Article).
- 12 In its application to the Company, Regulation 65 of Table A shall be modified by the deletion of the words "approved by resolution of the Directors and".
- 13.1 In its application to the Company, Regulation 78 of Table A shall be modified by the deletion of the words "... and may also determine the rotation in which any additional Directors are to retire".
- 13.2 In its application to the Company, Regulation 79 of Table A shall be modified by the deletion of the second and third sentences.
- 13.3 In its application to the Company, Regulation 84 of Table A shall be modified by the deletion of the third and final sentences.
- 14 In its application to the Company, Regulation 81 of Table A shall be modified by the deletion of paragraph (e) and the substitution of the following paragraph:
- "(e) he is removed from office under the provisions of Article 9 of the Company's Articles of Association."

PROCEEDINGS OF DIRECTORS

- 15 The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number. A sole Director shall have authority to exercise all powers and discretions vested in the Directors and, in its application to the Company, Regulation 89 of Table A shall be modified accordingly.
- 16 A Director may vote at a meeting of the Directors, and form part of a quorum present at that meeting, in relation to any matter in which he has, directly or indirectly, an interest or duty which conflicts or which may conflict with the interests of the Company, provided that he has previously disclosed the nature of

such duty or interest to the Directors. The provisions of Regulation 86 of Table A shall be taken to apply equally to any disclosure to be made under the provisions of this Article.

EXECUTION OF DOCUMENTS

- 17 In its application to the Company, Regulation 101 of Table A shall be modified by the addition of the following sentence:

“Any instrument expressed to be executed by the Company and signed by two Directors or one Director and the Secretary by the authority of the Directors or of a committee authorised by the Directors shall (to extent permitted by the Act) have effect as if executed by affixing the seal.”

INDEMNITY

- 18 Subject to section 310 of the Act:

- 18.1 every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation to his office, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 144 or 727 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or otherwise in relation to his office;

- 18.2 the Company may purchase and maintain insurance for any such Director or other officer against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.

ELECTRONIC COMMUNICATIONS

- 19 Any Director who participates in the proceedings of a meeting by means of an electronic communication by which all the other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) may hear at all times such Director and such Director may hear at all times all other Directors present at such meeting (whether in person or by alternate or by means of electronic communication) shall be deemed to be present at such meeting and shall be counted when reckoning a quorum.

- 20 In their application to the Company, Regulations 60 and 61 of Table A shall be modified by the addition of the following sentence:

“The appointment of a proxy may be contained in an electronic communication sent to such address (including any number) as may be notified by or on behalf of the Company for that purpose and may be in such form as the Directors may approve including requirements as to the use of such discrete identifier or provision of such other information by a member so as to verify the identity of such member and as to the authenticity of any electronic signature thereon.”

- 21 In its application to the Company, Regulation 62 of Table A shall be modified by the addition of the following sentences:

"In the event that more than one appointment of a proxy relating to the same share is so delivered or received for the purposes of the same meeting, the appointment last delivered or received (whether in writing or contained in an electronic communication) shall prevail in conferring authority on the person named therein to attend the meeting and vote.

An appointment of proxy contained in an electronic communication found by the Company to contain a computer virus shall not be accepted by the Company and shall be invalid."

- 22 In its application to the Company, Regulation 115 of Table A shall be modified by the addition of the following after the words "after the time it was sent" at the end of the third sentence:

"notwithstanding that the Company is aware of the failure in delivery of such electronic communication. Without prejudice to such deemed delivery, if the Company is aware of the failure in delivery of an electronic communication and has sought to give notice by such means at least three times, it shall send the notice in writing by post within 48 hours of the original attempt".