

1934366

**THE COMPANIES ACT 1985**

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**A PRIVATE COMPANY LIMITED BY SHARES**

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**MEMORANDUM OF ASSOCIATION**

**OF**

**PARAMOUNT LIMITED**



- 1 The name of the Company is "Paramount Limited".
- 2 The Registered Office of the Company will be situate in England and Wales.
- 3 The objects for which the Company is established are:
  - 3.1.1 to carry on the business of a holding company in all its branches and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected with the Company and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things or all kinds- capable of being used for the purposes of the above mentioned businesses or any of them or likely to be required by customers of or persons having dealings with the Company;
  - 3.1.2 to acquire by purchase, lease, exchange or otherwise for development, investment or resale and to traffic in land and house and other property or any tenure or any interest therein, and to create, reserve, sell and deal in freehold and leasehold ground rents, and to make advances upon the security of land, house or other property or any interest therein, and whether erected or in course of erection, and whether on first mortgage or subject to a prior mortgage or mortgages; and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and any other property (whether real or personal) and to turn the same to account as may seem expedient, and in particular by laying out streets, roads, and squares, constructing sewers and draining, planting, paving and

preparing building sites, and by constructing, reconstructing, altering, repairing, improving, decorating, furnishing, and maintaining houses, flats, bungalows, offices, factories, warehouses, wharves, buildings works and conveniences of all kinds, and by consolidating or connecting or subdividing properties, and by leasing and disposing of the same and by advancing to and entering into contracts with builders, tenants and others; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers catering and other services and all conveniences and amenities commonly required therewith; to acquire and take over businesses or undertakings of all kind 5, and to carry on, or dispose of, remove or put an end to the same or otherwise deal with the same as may seem expedient; and to carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents and managers, mortgage and insurance brokers and agents, surveyors, valuers and auctioneers, general farmers, buildings' merchants, plant hire specialists and contractors, merchants of, and dealers in plant, machinery, vehicles and appliances of all kinds, painters, decorators and plumbers, haulage and transport contractors, electricians and general engineers;

- 3.1.3 to carry on business as a manufacturer, wholesalers, distributor or franchisor of all kinds of games and to purchase or sell or franchise design rights, copyrights, trade marks and any other type or intellectual property rights in all types of books and games;
- 3.1.4 to carry on business as general publishers and to print, publish, sell and distribute all types of periodicals, journals and books and to carry on business as leaflet distributors and as direct mail specialists of games of all kinds, consultants and advisers; to compile and sell mailing lists and to act as consultants and specialists on mail order trading;
- 3.1.5 to carry on business as caterers, proprietors of hotels, motels, restaurants, public houses, licensed victuallers, brewers, maltsters, wine and spirit merchants, distillers and mineral and aerated water manufacturers and importers;
- 3.1.6 to promote, organise and provide entertainments, exhibitions, amusements, recreations, competitions and gaming activities.
- 3.2 To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently . carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.
- 3.3 To purchase or otherwise acquire and hold as an investment any shares, debentures, stocks, bonds, scrip or other securities issued by any company or association or any supreme, municipal, focal or other authority, whether in Great Britain or any overseas country or place.
- 3.4.1 \*\*Subject to the provisions of the Companies Act 1985 to lend and advance money to such persons, firms or companies, and on such terms as may seem expedient and in particular subsidiaries, customers and others having dealings with the Company and to guarantee the performance of contracts by such persons firms or companies.

- 3.4.2 To guarantee and/or indemnify whether by personal obligation 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 and whether gratuitously or otherwise the payment of any mortgages or the performance of any obligation by any company or person whether or not connected with the Company and in particular (but without limiting the generality of the foregoing) by any company which is for the time being the company's holding company or its subsidiary as defined by Section 736 Companies Act 1985 or another subsidiary as defined in the said Section of the Company's holding company or otherwise associated with the Company in business and to give all kinds of guarantees, indemnities and undertake all other kinds of contingent liabilities on behalf of any person, firm or company and whether gratuitously or otherwise.
- 3.5.1 To purchase, take on lease, exchange, hire or otherwise acquire any real or personal property or any interest in such property and to sell, lease, let on hire, develop such property or otherwise turn the same to the advantage of the Company.
- 3.5.2 \*\*To acquire and undertake the whole or any part of the assets and/or liabilities of any person firm or company.
- 3.6 To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.
- 3.7 To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future including its uncalled capital.
- 3.8 To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company and to use, develop, grant licences in respect of or otherwise turn to account any rights anti information so acquired.
- 3.9 To issue, place, underwrite or guarantee the subscription of or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company whether limited or unlimited or incorporated by ,Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.
- 3.10 To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient
- 3.11 To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

- 3.12 To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking or assets of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.
- 3.13 To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
- 3.14 \*\*\*Subject to, and always in compliance with, the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") or any re-enactment or amendment thereof (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act or any re-enactment or amendment thereof) for any such purpose as is specified in Section 151(1) and/or 151(2) of the Act or any re-enactment or amendment thereof.
- 3.15 To remunerate any person, firm or company rendering services to the Company in any manner and in particular, but without prejudice to the generality of the foregoing, to remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, and upon the issue of any shares or other securities to employ brokers and agents and to pay underwriting commitments or to otherwise remunerate by shares or options to take shares or by debentures, debenture stock or other securities, persons subscribing for shares or other securities or procuring subscriptions therefore and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- 3.16 To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.
- 3.17.1 To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the offices, - offices, employees or ex-employees of the Company or the families, dependants or connections of such persons and to grant pensions, gratuities and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- 3.17.2 \*\*To provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by or who are serving or have served the Company, or of any company which is a subsidiary of the Company or the holding company of the Company or fellow subsidiary of the Company or of the predecessors in business of the Company or of any such company and to the wives, widows, children and other relatives and dependants of such persons; and to set up, establish support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase or option schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company.

- 3.18 To enter into any arrangement with any Government or other Authority, supreme, municipal, focal or otherwise and to obtain from any such Government or Authority all rights, concessions and privileges which may seem conducive to the Company's objects or any of them or to obtain or to endeavour to obtain any provisional order of the Board of Trade or any Act or Acts of Parliament for the purposes of the Company or any other company.
- 3.19 To distribute- among the Members in specie any property of the Company or any proceeds of sale or disposition of any property of the Company and for such purpose to distinguish and separate capital from profits, 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.
- 3.20 To do all or any of the above things in any part of the world either alone or in 2D conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.
- 3.21 To do all such other things as may be deemed incidental or conducive to the 2./ attainment of the above objects or any of them.
- It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.
- 4 The liability of the Members is limited.
- 5 The share capital of the Company is £6,750,000 divided into 135,000,000 Ordinary Shares of 5p each.\*\*

\*On 22 June 2005 the name of the Company was changed from Paramount Plc to Paramount Limited on re-registration as a private company. On 22 February 1989 the name of the Company was changed from Silver Bear PLC to Paramount PLC.

\*\*Adopted by Special Resolution passed on 6 September 1989.

\*\*\*The authorised share capital of the Company at incorporation was £200,000 divided into 8,000,000 Ordinary Shares of 2.5p each. On 8 August 1986 the authorised share capital was increased to £288,030 divided into 11,521,200 Ordinary Shares of 2.5p each. On 7 June 1988 the authorised share capital was increased to £625,000 divided into 25,000,000 Ordinary Shares of 2.5p each. On 2 November 1988 the authorised share capital was increased to £1,250,000 divided into 50,000,000 Ordinary Shares of 2.5p each. On 6 September 1989 the authorised share capital was increased to £1,500,000 divided into 60,000,000 Ordinary Shares of 2.5p each. On 29 August 1991 the authorised share capital was increased to £2,900,000 divided into 60,000,000 Ordinary Shares of 2.5p each and £1,400,000 Convertible Preference Shares of £1 each. On 4 December 1991 the authorised share capital was increased to £3,200,000 divided into 72,000,000 Ordinary Shares of 2.5p each and £1,400,000 Convertible Preference Shares of £1 each. On 20 June 1994 the authorised share capital was increased to £5,150,000 divided into 150,000,000 Ordinary Shares of 2.5p each and £1,400,000 Convertible Preference Shares of £1 each.

\*\*\*Adopted by Written Resolution passed on 28 September 2006.

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

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NAMES, ADDRESSES AND  
DESCRIPTIONS OF SUBSCRIBERS

NUMBER OF SHARES  
TAKEN BY EACH  
SUBSCRIBER

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SUNIL SHANTILAL KAKKAD  
"AMRUT"  
25 DARWIN CLOSE  
LONDON  
N11 1TA

ONE

SOLICITOR

MALCOLM GRAHAM ENTWISTLE  
30 BAGLEY'S LANE  
LONDON  
SW6

ONE

SOLICITOR

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DATED the 3rd day of July 1985

WITNESS to the above signatures:  
MERIEL WHITWORTH  
24 COPPER COURT  
SAWBRIDGEWORTH,  
HERTS

SECRETARY

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# **THE COMPANIES ACTS 1985 AND 1989**

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## **A PRIVATE COMPANY LIMITED BY SHARES**

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### **ARTICLES OF ASSOCIATION OF CAFFE UNO BRASSERIES LIMITED**

Amended by written resolution on 28 September 2006

#### **PRELIMINARY**

- 1 These Regulations, together with the Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F7 (Amendment) Regulations 1985 and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (such Table being hereinafter referred to as "Table A") shall be the Regulations of the Company save in so far as the Regulations in Table A are excluded or varied hereby. The following Regulations in Tables A shall not apply to the Company: Regulations 3 (redemption of shares), 8 (lien), 24 (directors' refusal of share transfers), 33 (fractional entitlements), 35 (purchase of own shares), 38 (notice of general meetings), 40 (quorum at general meetings), 50 (chairman's casting vote at general meetings), 53 (written resolution), 54 (votes of members), 64 (number of directors), 73-80 inclusive (appointment and retirement of directors), 88 (proceedings of directors), 89 (quorum for transaction of business), 93 (written resolution of directors), 94 (conflict of interest), 95 (quorum disentitlement), 99 (secretary) and 112 (notices).
- 2 The Company is a private limited company and accordingly no shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

#### **SHARES**

- 3.1 The whole of the shares of the Company for the time being unissued shall be under the control of the directors, who are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (such Act being hereinafter referred to as "the Act") generally to exercise any power of the Company at any time during the period of 5 years from the date of the Company's incorporation to allot any relevant securities (as defined by Section 80(2) of the Act) up to an amount equal to the amount of the authorised share capital of the Company as at the date of incorporation from time to time unissued during the period of such authority.
- 3.2 The directors shall be entitled under the general authority conferred by Regulation 3(a) above to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

- 3.3 Section 89(1) and Section 90(1)-(6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) in the Company made pursuant to the authority contained in Regulations 3(a) and 3(b) above.
- 4 The directors may in their absolute discretion and without assigning any reason for their decision decline to register any transfer of any share whether or not it is a fully paid share.
- 5 Subject to the provisions of Chapter VII in Part V of the Act the Company may:-
- 5.1 issue any shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
- 5.2 purchase its own shares (including any redeemable shares);
- 5.3 make a payment in respect of the redemption or purchase under Sections 159 to 161 or (as the case may be) Section 162 of the Act of any of its shares otherwise than out of its distributable profits or the proceeds of a fresh issue of shares.

#### **REGISTRATION OF TRANSFERS BY SECURED INSTITUTIONS**

- 6.1 Notwithstanding any contrary provision in these Articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to share transfers or otherwise), the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:
- 6.1.1 is to any bank, institution or other person to which such 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
- 6.1.2 is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- 6.1.3 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 or 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 whether for any valuable consideration or otherwise.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 7 Subject to any special rights or restrictions as to the voting attached to any shares by or in accordance with these Articles, or by or in accordance with the terms upon which any shares have been issued:-
- 7.1 on a show of hands every member:-



- 7.1.1 who (being an individual) is present in person; or
- 7.1.2 which (being a corporation) is present by a duly authorised representative shall have one vote; and
- 7.2 on a poll every member:-
  - 7.2.1 who (being an individual) is present in person or by proxy; or
  - 7.2.2 which (being a corporation) is present by a duly authorised representative or by proxy shall have one vote for every ordinary share of which he is the holder.
- 8 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: save as herein otherwise provided, and subject to the provisions of the Companies (Single Member Private Limited Companies) Regulations 1992 (SI 1992/1699), two members present in person or by proxy or (if a corporate member) by a duly authorised representative shall be a quorum. Regulation 41 of Table A shall be read and construed as if the last sentence ended with the words “, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved”.
- 9.1 A resolution in writing as is referred to in Section 381 A of the Act signed by all the members who at the date of the resolution would be entitled to attend and vote at general meetings or:-
  - 9.1.1 in the case of an individual signed by his duly authorised attorney; or
  - 9.1.2 in the case of a corporation by its duly authorised attorney or by a person duly authorised to do so pursuant to a valid resolution of the directors or other governing body of such corporation shall, subject to compliance with Section 381B of the Act (rights of the Company’s auditors to be sent written resolutions proposed to be agreed and to respond if they wish), be as effective for all purposes as a resolution duly passed at a (general meeting of the Company duly convened and held, and may consist of several documents in the like form each signed in accordance with the provisions of this Regulation.
  - 9.1.3 The directors shall be entitled to accept that a resolution has been signed by a member if the directors receive a copy of the resolution bearing a facsimile of the member’s signature and, if the directors do so accept, the resolution shall be effective for all purposes as having been signed by the member concerned.

#### **NOTICE OF GENERAL MEETINGS**

- 10 An annual general meeting and an extraordinary general meeting called for the passing of any special resolution shall be called by at least twenty one clear days’ notice. All other extraordinary general meetings shall be called by at least fourteen days’ notice but a general meeting may be called by shorter notice if it is so agreed:-
  - 10.1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

- 10.2 in the case of any other meeting, by the requisite majority being a majority in number of the members having a right to attend and vote and together holding not less than:-
- 10.2.1 ninety five per cent in nominal value of the shares giving that right; or
- 10.2.2 whilst an elective resolution passed by the Company pursuant to Section 369(4) of the Act is effective, the relevant majority specified in such resolution or subsequently determined by the Company in general meeting in accordance with such resolution.

The notice shall specify the time and place of the 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.

A notice convening a general meeting shall in the case of special business specify the general nature of the business to be transacted.

All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the auditors. Subject to the provisions of these Articles and to any restrictions imposed on any shares the notice shall be given to all the members and to the directors and auditors.

## **DIRECTORS**

- 11 Unless and until otherwise determined by the Company in general meeting the number of directors (other than alternate directors) shall not be less than one nor shall it be subject to any maximum. The quorum for the transaction of the business of the directors shall be two, except where there is only a sole director in office in which case such sole director may act for all purposes and exercise all the powers of the Company. A person who holds office only as an alternate director shall, if he is present but his appointor is not, be counted in the quorum for the transaction of the business of the directors.
- 12 A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the Company shall together have power from time to time and at any time to appoint any person or persons as director or directors either as an additional director or directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or, in the case of a member being a corporation, signed by one of its directors on its behalf, and shall take effect upon receipt (including by facsimile) at the registered office of the Company.
- 13 The Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors.
- 14 The directors shall have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors.

- 15 No person shall be disqualified from becoming a director by reason of his attaining or having attained the age of seventy or any other age; nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person; and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.
- 16 The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
- 17 A director who declares his interest in the manner provided by the Act may vote as a director in regard to any contract or arrangement in which he is interested (including, but without prejudice to the generality of the foregoing, any contract, arrangement, transaction or proposal concerning the purchase or maintenance of any insurance policy in which he is in any way interested) or upon any matter arising in relation to it and, if he shall so vote, his vote shall be counted and he shall be counted in the quorum when any such contract or arrangement is under consideration.
- 18 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as effective for all purposes as a resolution passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more of the directors. The directors shall be entitled to accept that a resolution has been signed by a director if:-
- 18.1 the directors receive a copy of the resolution bearing a facsimile of the director's signature;
- 18.2 it has been signed by a duly authorised representative for and on behalf of a director;
- 18.3 it has been signed by an alternate director validly appointed by a director. If such a resolution is signed by an alternate director validly appointed by a director, it shall not be necessary for that director also to sign the resolution. If such a resolution is signed by a director who has appointed an alternate director, it shall not be necessary for his alternate director also to sign that resolution in that capacity;
- and, if the directors do so accept, the resolution shall be effective for all purposes as having been signed by the director.
- 19.1 Subject to the provisions of these Regulations, the directors may regulate their proceedings as they think fit;
- 19.2 A director may, and the secretary at the request of any director shall, call a meeting of directors;
- 19.3 Questions arising at a meeting shall be decided by a majority of votes;

- 19.4 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;
- 19.5 It shall be necessary to give notice of meetings to directors who are absent from the United Kingdom (provided that such directors have given to the Company a forwarding address) and despatch of notices pursuant to these Regulations to such addresses shall be deemed good and effective notice;
- 19.6 Directors or, if appropriate, their alternates may participate in or hold a meeting of directors or a committee: of directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other; participation by such means shall be deemed to constitute presence in person and business so transacted shall be as effective for all purposes as that of a meeting of the directors or (as the case may be) a committee of the directors duly convened ;and held with such directors physically present;
- 19.7 In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 20 In Regulation 82 of Table A there ;hall be inserted after the words "such remuneration" the words "for their services as such", and at the end of that Regulation the sentence: "A director who has ceased to hold office as such when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of any remuneration voted to the directors for a period during all or any part of which he held office".
- 21 In Regulation 84 of Table A there shall be inserted in the third sentence after the words "shall terminate" the parenthesis "(unless the terms of his appointment otherwise provide)".
- 22 In Regulation 87 of Table A there shall be substituted in the first line for the words "The directors" the words "The directors on behalf of the company".

#### **SECRETARY**

- 23 Subject to the provisions of Sections 10 and 286 of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they think fit; any secretary may be removed by them. The provisions of Sections 283 and 284 of the Act shall be observed.

#### **NOTICES**

- 24 The Company shall give notice to each member of the Company by sending it by post in a pre-paid envelope addressed to the member at his registered address or by giving it using electronic communications to an address for the time being notified to the Company by the member. 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 the notices so given shall be sufficient notice to all the joint holders. In this Regulation and for the purposes of Regulation 113 of Table A, "address" in relation to electronic communications includes any number or address used for the purposes of such communications.

## **PROTECTION FROM LIABILITY**

For the purposes of this Article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 309A(6) of the Act. Subject to the provisions of the Act and without prejudice to any protection from liability which may otherwise apply:

- 25.1 the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability.
- 25.2 every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.
- 25.3 Regulation 118 shall not apply to the Company.

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Name and address of Subscriber

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For and on behalf of  
Pailex Nominees Limited  
20 Bedford Row  
LONDON  
WC1R 4JS

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Dated 11/11/2005