

**PRINT OF RESOLUTION FOR FILING AT COMPANIES HOUSE**

**Company Number 02109452**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**THE DOCUMENT STORAGE COMPANY LIMITED (the "Company")**

**passed on 18 March 2010**

---

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following special resolution was duly passed as a written resolution of the Company

**SPECIAL RESOLUTION**

- 1 That the articles of association contained in the document attached to this written resolution be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company and (for the avoidance of doubt) to the exclusion of, and in substitution for, the relevant provisions of the memorandum of association that would otherwise be treated as provisions of the articles under section 28 of the Companies Act 2006



Company Secretary

TUESDAY



A24 \*AROC4IJ6\* 386  
23/03/2010  
COMPANIES HOUSE

ARTICLES OF ASSOCIATION  
OF  
THE DOCUMENT STORAGE COMPANY LIMITED  
(Company No 02109452)  
(PRIVATE COMPANY LIMITED BY SHARES)

shoosmiths

7th Floor  
125 Colmore Row  
Birmingham  
B3 3SH  
Tel 08700 864000  
Fax 08700 864001  
E-Mail [birmingham@shoosmiths.co.uk](mailto:birmingham@shoosmiths.co.uk)  
Ref JJF/164544 50

## INDEX TO THE ARTICLES

### PART 1 INTERPRETATION AND LIMITATION OF LIABILITY

- 1 Defined terms
- 2 Liability of members

### PART 2 DIRECTORS DIRECTORS' POWERS AND RESPONSIBILITIES

- 3 Directors' general authority
- 4 Number of Directors
- 5 Directors may delegate
- 6 Appointment and removal of alternate directors

#### DECISION-MAKING BY DIRECTORS

- 7 Directors to take decisions collectively
- 8 Unanimous decisions
- 9 Calling a directors' meeting
- 10 Participation in directors' meetings
- 11 Quorum for directors' meetings
- 12 Chairing of directors' meetings
- 13 Casting vote
- 14 Directors' Interest in Transactions
- 15 Conflicts of interests
- 16 Records of decisions to be kept
- 17 Directors' discretion to make further rules



A29

\*ARKBIJF\*  
23/03/2010  
COMPANIES HOUSE

288

#### APPOINTMENT OF DIRECTORS

- 18 Methods of appointing directors
- 19 Termination of director's appointment
- 20 Directors' remuneration
- 21 Directors' expenses

### PART 3 SHARES AND DISTRIBUTIONS SHARES

- 22 Share capital and rights
- 23 Allotment of shares authority
- 24 All shares to be fully paid up
- 25 Powers to issue different classes of share
- 26 Share certificates
- 27 Replacement share certificates
- 28 Share transfers

#### DIVIDENDS AND OTHER DISTRIBUTIONS

- 29 Procedure for declaring dividends

- 30 Payment of dividends and other distributions
- 31 Non-cash distributions
- 32 Waiver of distributions

#### CAPITALISATION OF PROFITS

- 33 Authority to capitalise and appropriation of capitalised sums

### PART 4

#### DECISION-MAKING BY SHAREHOLDERS ORGANISATION OF GENERAL MEETINGS

- 34 Attendance and speaking at general meetings
- 35 Quorum for general meetings
- 36 Chairing general meetings
- 37 Attendance and speaking by directors and non-shareholders
- 38 Adjournment

#### VOTING AT GENERAL MEETINGS

- 39 Voting general
- 40 Poll votes
- 41 Content of proxy notices
- 42 Delivery of proxy notices
- 43 Amendments to resolutions

### PART 5

#### ADMINISTRATIVE ARRANGEMENTS

- 44 Means of communication to be used
- 45 Company seals

#### DIRECTORS' INDEMNITY AND INSURANCE

- 46 Indemnity
- 47 Insurance

## PART 1

### INTERPRETATION AND LIMITATION OF LIABILITY

#### Defined terms

1 In the articles, unless the context requires otherwise

"articles" means the company's articles of association,

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"chairman" has the meaning given in article 12,

"chairman of the meeting" has the meaning given in article 36,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"electronic form" has the meaning given in section 1168 of the Companies Act 2006,

"fully paid" in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,

"group company" means any firm, company, corporation or other organisation which is a holding company from time to time of the company or any subsidiary from time to time of the company or any such holding company (for which purpose the expression "holding company" and "subsidiary" shall have the meanings given to them by Section 1159 of the Companies Act 2006) and "group" shall be construed accordingly,

"hard copy form" has the meaning given in section 1168 of the Companies Act 2006,

"holder" in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

"instrument" means a document in hard copy form,

"Iron Mountain" means Iron Mountain Europe Limited,

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006,

"ordinary shares" means the ordinary shares of £1 each of the company,

"paid" means paid or credited as paid,

"participate", in relation to a directors' meeting, has the meaning given in article 10,

"proxy notice" has the meaning given in article 42,

"shareholder" means a person who is the holder of a share or shares of the company,

"share(s)" means the preference shares or the ordinary shares in the company (as the case may be),

"special resolution" has the meaning given in section 283 of the Companies Act 2006,

"subsidiary" has the meaning given in section 1159 of the Companies Act 2006, and

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company

### **Liability of members and powers**

- 2      The liability of the members is limited to the amount, if any, unpaid on the shares held by them. The company's objects shall not be limited

## **PART 2 DIRECTORS**

### **DIRECTORS' POWERS AND RESPONSIBILITIES**

#### **Directors' general authority**

- 3      Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

#### **Number of directors**

- 4      The maximum number and the minimum number of directors may be determined from time to time by ordinary resolution in general meeting of the company. Subject to and in default of any such determination, there shall be no maximum number of directors and the minimum number shall be one

#### **Directors may delegate**

- 5      (1)      Subject to these articles the directors may delegate any of the powers which are conferred on them under the articles
- (a)      to such person, committee or alternate director (subject to the provisions of article 6),
  - (b)      by such means (including by power of attorney),
  - (c)      to such an extent,
  - (d)      in relation to such matters or territories, and
  - (e)      on such terms and conditions,

as they think fit

- (2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- (3) The directors may revoke any delegation in whole or part, or alter its terms and conditions
- (4) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

#### **Appointment and removal of alternate directors**

- 6 (1) Any director ("appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to
  - (a) exercise that director's powers, and
  - (b) carry out that director's responsibilities,in relation to the taking of decisions by the directors, in the absence of the alternate's appointor
- (2) Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors
- (3) The notice must
  - (a) identify the proposed alternate, and
  - (b) in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice
- (4) An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor
- (5) Except as the articles specify otherwise, alternate directors
  - (a) are deemed for all purposes to be directors,
  - (b) are liable for their own acts and omissions,
  - (c) are subject to the same restrictions as their appointors, and
  - (d) are not deemed to be agents of or for their appointors,and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member
- (6) A person who is an alternate director but not a director

- (a) may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),
  - (b) may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and
  - (c) shall not be counted as more than one director for the purposes of articles 6(6)(a) and (b)
- (7) A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present
- (8) An alternate director may be paid expenses and may be indemnified by the company to the same extent as his appointor but shall not be entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company
- (9) An alternate director's appointment as an alternate terminates
  - (a) when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,
  - (b) on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,
  - (c) on the death of the alternate's appointor, or
  - (d) when the alternate's appointor's appointment as a director terminates

## DECISION-MAKING BY DIRECTORS

### Directors to take decisions collectively

- 7 (1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8
- (2) If
  - (a) the company only has one director, and
  - (b) no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making



### **Unanimous decisions**

- 8
- (1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
  - (2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director
  - (3) References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting and alternative directors are not eligible directors unless appointed by a director who is for the time being absent from the United Kingdom
  - (4) A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

### **Calling a directors' meeting**

- 9
- (1) Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice in each case no less than one week prior to the date of the proposed meeting, unless such request is made by a majority of the directors in writing
  - (2) Unless a majority of the directors determine otherwise, in respect of a particular meeting notice of any directors' meeting must indicate
    - (a) its proposed date and time,
    - (b) where it is to take place,
    - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting,
    - (d) minutes of the last meeting,
    - (e) an agenda for the meeting,
    - (f) anything else the company secretary or any director considers should be included
  - (3) Notice of a directors' meeting must be given to each director regardless of his location
  - (4) Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it
  - (5) At least two meetings of the directors shall take place in each year

### **Participation in directors' meetings**

- 10 (1) Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
- (a) the meeting has been called and takes place in accordance with the articles, and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- (2) In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- (3) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

### **Quorum for directors' meetings**

- 11 (1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- (2) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but unless otherwise fixed, it is two Where there is only one director appointed, the quorum shall be one director
- (3) If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision
- (a) to appoint further directors, or
  - (b) to call a general meeting so as to enable the shareholders to appoint further directors

### **Chairing of directors' meetings**

- 12 (1) The directors may appoint a director to chair their meetings at each separate meeting
- (2) The directors may terminate the chairman's appointment at any time

### **Casting votes**

- 13 (1) No director shall have a casting vote

### **Directors' Interests in transactions**

- 14 (1) Provided that (so far as applicable) he has complied with the provisions of 177 of the Companies Act 2006, at any meeting of the directors (or of any committee of the directors) a director may vote on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest If he does vote on any such resolution, his vote shall be counted Such a director shall be counted as part of the quorum present at the meeting (and in relation to such a resolution) whether or not the director votes on the resolution

## Conflict of interests

- 15 (1) The directors may (subject to such terms and conditions, if any, as they may think fit to impose from time to time, and subject always to their right to vary or terminate such authorisation) authorise, to the fullest extent permitted by the law of all relevant jurisdictions
- (a) any matter which would otherwise result in a director infringing his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company and which may reasonably be regarded as likely to give rise to a conflict of interest (including a conflict of interest and duty and a conflict of duties), and
  - (b) a director to accept or continue in any office, employment or position in addition to his office as a director of the company and without prejudice to the generality of article 15(1)(a) may authorise the manner in which a conflict of interest arising out of such office, employment or position may be dealt with, either before or at the time that such a conflict of interest arises,
- provided that for this purpose the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter, or such office, employment or position, is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted
- (3) The directors are specifically authorised to be counted in the quorum and to vote on any actual or proposed matter, transaction or arrangement
- (a) between the Company and any group company which would cause an actual or potential conflict by virtue of that director being an officer or employee of a group company, and
  - (b) which is entered into or carried out in accordance with the following policies
    - i the Company's Anti-Corruption Policy in place from time to time,
    - ii the Company's Hospitality Policy in place from time to time, and
    - iii the Company's Conflict Policy in place from time to time
- (4) Where the effect of excluding, pursuant to article 15, a director or directors from counting in a quorum at any board meeting would be such that the meeting would not be quorate then the quorum for the meeting at which any such authorisation is sought shall be any one director
- (5) In the event that an authorisation sought pursuant to article 15 is not given by the directors, the director seeking the authorisation shall be entitled to request that the matter be determined by resolution of a general meeting
- (6) If a matter, or office, employment or position has been authorised by the directors in accordance with this article 15 then
- (a) the director shall not be required to disclose any confidential information relating to such matter, or such office, employment or position, to the company if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, or that office, employment or position,

- (b) the director may absent himself from meetings of the directors at which anything relating to that matter, or that office, employment or position, will or may be discussed, and
- (c) the director may make such arrangements (subject to any applicable confidentiality obligations and at his cost) as such director thinks fit for Board and committee papers to be received and read by a professional adviser on behalf of that director
- (7) A director shall not, by reason of his office, be accountable to the company for any benefit which he derives from any matter, or from any office, employment or position, which has been approved by the directors pursuant to this article 15 (subject in any case to any limits or conditions to which such approval was subject)
- (8) This article 15 is without prejudice to the operation of article 14

#### **Records of decisions to be kept**

- 16 The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

#### **Directors' discretion to make further rules**

- 17 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

### **APPOINTMENT OF DIRECTORS**

#### **Methods of appointing directors**

- 18 (1) Subject to article 18(2) any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director
  - (a) by ordinary resolution,
  - (b) by a decision of the directors, or
  - (c) by recommendation of Iron Mountain
- 18 (2) Iron Mountain will be entitled to appoint any person or persons as a director or directors and to remove from office any director so appointed. Any such appointment or removal will be effected by notice in writing sent by Iron Mountain and will take effect upon delivery to the registered office of the Company. Each director shall be advised of such appointment by the Company as soon as such appointment is effective.

#### **Termination of director's appointment**

- 19 A person ceases to be a director as soon as—
  - (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
  - (b) a bankruptcy order is made against that person,

- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have, or
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

#### **Directors' remuneration**

- 20 (1) Directors may undertake any services for the company that the directors decide
- (2) Directors are entitled to such remuneration as the directors determine
- (a) for their services to the company as directors, and
  - (b) for any other service which they undertake for the company
- (3) Subject to the articles, a director's remuneration may
- (a) take any form, and
  - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

#### **Directors' expenses**

- 21 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at any director or shareholder meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

## **PART 3**

### **SHARES AND DISTRIBUTIONS**

#### **SHARES**

#### **Share capital and rights**

- 22 The ordinary shares shall rank *pari passu* in all respects

#### **23 Allotment of shares authority**

- (1) Subject to the remaining provisions of this article 23, the directors are generally and unconditionally authorised, for the purposes of section 551 of the Companies Act 2006 and generally, to exercise any power of the company to

(a) offer or allot, or

(b) grant rights to subscribe for or to convert any security into,

any shares in the company to any person, at any time and subject to any terms and conditions as the directors think proper and subject always to the prior approval of Iron Mountain

- (2) In accordance with section 567(1) of the Companies Act 2006, sections 161 and 162 of that Act shall not apply to an offer, allotment or grant of rights to subscribe for or to convert security into shares in the company made by the company

#### **All shares to be fully paid up**

- 24 (1) No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue

#### **Powers to issue different classes of share**

- 25 (1) Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution
- (2) The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

#### **Share certificates**

- 26 (1) The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds
- (2) Every certificate must specify
- (a) in respect of how many shares, of what class, it is issued,
  - (b) the nominal value of those shares,
  - (c) that the shares are fully paid, and
  - (d) any distinguishing numbers assigned to them
- (3) No certificate may be issued in respect of shares of more than one class
- (4) If more than one person holds a share, only one certificate may be issued in respect of it
- (5) Certificates must
- (a) have affixed to them the company's common seal, or
  - (b) be otherwise executed in accordance with the Companies Acts

#### **Replacement share certificates**

- 27 (1) If a certificate issued in respect of a shareholder's shares is

- (a) damaged or defaced, or
- (b) said to be lost, stolen or destroyed,

that shareholder is entitled to be issued with a replacement certificate in respect of the same shares

- (2) A shareholder exercising the right to be issued with such a replacement certificate—
  - (a) may at the same time exercise the right to be issued with a single certificate or separate certificates,
  - (b) must return the certificate which is to be replaced to the company if it is damaged or defaced, and
  - (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide

#### **Share transfers**

- 28 (1) Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor
- (2) The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- (3) Unless otherwise directed by Iron Mountain in writing, the directors may refuse to register the transfer of a share, and if they do so, the instrument of transfer must be returned to the transferee with the notice and reason for refusal provided always that the directors may refuse to register the transfer of any share without giving any reason for the refusal where they suspect that the proposed transfer may be fraudulent

### **DIVIDENDS AND OTHER DISTRIBUTIONS**

#### **Procedure for declaring dividends**

- 29 (1) The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- (2) Subject always to the provisions of article 22(1) a dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- (3) Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it

#### **Payment of dividends and other distributions**

- 30 (1) Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by any means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide

### **Non-cash distributions**

- 31
- (1) Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)
  - (2) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
    - (a) fixing the value of any assets,
    - (b) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
    - (c) vesting any assets in trustees

### **Waiver of distributions**

- 32 Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect

## **CAPITALISATION OF PROFITS**

### **Authority to capitalise and appropriation of capitalised sums**

- 33
- (1) Subject to the articles, the directors may, if they are so authorised by an ordinary resolution
    - (a) decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a dividend in accordance with the shareholders' respective rights as set out in article 22, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and
    - (b) appropriate any sum which they so decide to capitalise (a "capitalised sum") to the persons who would have been entitled to it if it were distributed by way of dividend (the "persons entitled") and in the same proportions
  - (2) Capitalised sums must be applied
    - (a) on behalf of the persons entitled, and
    - (b) in the same proportions as a dividend would have been distributed to them
  - (3) Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct
  - (4) A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct
  - (5) Subject to the articles the directors may



- (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another,
- (b) make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and
- (c) authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

## PART 4

### DECISION-MAKING BY SHAREHOLDERS

#### ORGANISATION OF GENERAL MEETINGS

#### **Calling attendance and speaking at general meetings**

- 34
- (1) Any director or shareholder may call a general meeting of the Company in accordance with any provision of the Companies Act 2006
  - (2) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
  - (3) A person is able to exercise the right to vote at a general meeting when
    - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
    - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
  - (4) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
  - (5) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
  - (6) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them
  - (7) All directors shall have notice of general meetings at least one week prior to such meeting (unless the meeting is to be held on short notice, in which case no notice shall be necessary) such notice of meeting to be in writing

#### **Quorum for general meetings**

- 35 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. A quorum for these purposes shall be one member present in person or by proxy

#### **Chairing general meetings**

- 36
- (1) If the directors have appointed a chairman pursuant to article 12, the chairman shall chair general meetings if present and willing to do so
  - (2) The directors present or (if no directors are present), the meeting must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
  - (3) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

#### **Attendance and speaking by directors and non-shareholders**

- 37
- (1) Directors may attend and speak at general meetings, whether or not they are shareholders
  - (2) The chairman of the meeting may permit other persons who are not
    - (a) shareholders of the company, or
    - (b) otherwise entitled to exercise the rights of shareholders in relation to general meetings,to attend and speak at a general meeting

#### **Adjournment**

- 38
- (1) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
  - (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if
    - (a) the meeting consents to an adjournment, or
    - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
  - (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
  - (4) When adjourning a general meeting, the chairman of the meeting must
    - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
    - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
  - (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
    - (a) to the same persons to whom notice of the company's general meetings is required to be given, and

- (b) containing the same information which such notice is required to contain
- (6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## VOTING AT GENERAL MEETINGS

### **Voting: general**

- 39 (1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles
- (2) A resolution in writing signed by all the members entitled to vote shall be as effective for all purposes as an ordinary 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 by one or more member

### **Poll votes**

- 40 (1) A poll on a resolution may be demanded
  - (a) in advance of the general meeting where it is to be put to the vote, or
  - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- (2) A poll may be demanded by
  - (a) the chairman of the meeting,
  - (b) the directors,
  - (c) two or more persons having the right to vote on the resolution, or
  - (d) a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution
- (3) A demand for a poll may be withdrawn if
  - (a) the poll has not yet been taken, and
  - (b) the chairman of the meeting consents to the withdrawal
- (4) Polls must be taken immediately and in such manner as the chairman of the meeting directs

### **Content of proxy notices**

- 41 (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
  - (a) states the name and address of the shareholder appointing the proxy,
  - (b) identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,

- (c) is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and
  - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate
- (2) The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- (4) Unless a proxy notice indicates otherwise, it must be treated as
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
  - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

#### **Delivery of proxy notices**

- 42 (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person
- (2) An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

#### **Amendments to resolutions**

- 43 (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
  - (a) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

## PART 5

### ADMINISTRATIVE ARRANGEMENTS

#### **Means of communication to be used**

- 44 (1) Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- (3) A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

#### **Company seals**

- 45 (1) Any common seal may only be used by the authority of the directors
- (2) The directors may decide by what means and in what form any common seal is to be used
- (3) Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- (4) For the purposes of this article, an authorised person is
- (a) any director of the company,
  - (b) the company secretary (if any), or
  - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

### DIRECTORS' INDEMNITY AND INSURANCE

#### **Indemnity**

46 (1) Subject to the provisions of the Companies Act 2006 (but so that this article 46 does not extend to any matter insofar as it would cause this article or any part of it to be void thereunder), the company shall

(a) without prejudice to any indemnity to which the person concerned may otherwise be entitled, indemnify any director or other officer (other than an auditor) of the company and any associated company against all losses and liabilities incurred by him in the actual or purported execution, or discharge, of his duties in relation to

(i) the company,

(ii) any associated company, and

(iii) any occupational pension scheme of which the company or any associated company is a trustee

including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding of any material breach of duty on his part) or in which he is acquitted or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the company or any associated company is a trustee,

where for the purposes of this article 46, the expression "associated company" bears the same meaning as in section 256 of the Companies Act 2006

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law

#### **Insurance**

47 (1) The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss

(2) In this article

(a) a "relevant director" means any director or former director of the company or an associated company (as defined in section 256 of the Companies Act 2006),

(b) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director, whether in connection with any proven or alleged negligence, default, breach of duty or breach of trust or otherwise in relation to that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company