

Company Number: 2337940

THE COMPANIES ACTS 1985 TO 1989  
PUBLIC COMPANY LIMITED BY SHARES  
**ARTICLES OF ASSOCIATION**

OF

**EULER HOLDINGS UK PLC<sup>1</sup>**



(As adopted by Special Resolution passed on 21 March 2001)

INTRODUCTION

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles, "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

2. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.
3. (A) Subject to the provisions of the Act, the directors have general and unconditional authority to allot (with or without conferring rights of

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<sup>1</sup> Company name changed from Trade Indemnity Group PLC TO EULER Holdings UK PLC on 18 September 1997.

renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decide but no share may be issued at a discount.

- (B)<sup>2</sup> The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on 20 March 2006 unless previously varied or revoked by the Company in general meetings.
  - (C) The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by paragraph (B) is the amount of the authorised but unissued share capital of the Company at the date of adoption of this article.
  - (D) The directors have general power, pursuant to section 95 of the Act, to allot equity securities pursuant to the authority conferred by paragraph (B), and for the duration thereof, as if section 89(1) of the Act did not apply to that allotment.
  - (E) By authority conferred by paragraph (B), the directors may before the authority expires make an offer or agreement which would or might require relevant securities to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.
- 4. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.
  - 5. The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.
  - 6. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

- 7. Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 8. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is two.

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<sup>2</sup> Paragraph 3(B) was substituted for the previous paragraph 3(B) by a special resolution passed on 21 March 2001.

9. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the office.
10. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director. The office of a director shall be vacated if he shall be removed from office by notice in writing served upon him signed by all his co-directors, but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and be subject to article 12.
11. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
12. The removal of a director under article 9, 10 or 11 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
13. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.
14. No shareholding qualification for directors shall be required.
15. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

#### **REMUNERATION OF DIRECTORS**

16. The ordinary remuneration of the Directors (other than a Chief Executive or an Executive director) shall be such amount as the directors shall from time to time determine (save that, unless otherwise approved by the Company in general meeting, the aggregate of the ordinary remuneration of all the directors (save as aforesaid) shall not exceed £200,000 (plus £10,000 for each director in excess of 10) to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. The directors shall also be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) and other expenses as they may incur in attending meetings of the Board, or of committees of the Board, or general meetings, or

which they may otherwise properly incur in or about the business of the Company. Regulations 82 and 83 of Table A shall not apply to the Company.

#### INTERESTS OF DIRECTORS

17. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### MEETINGS OF DIRECTORS

18. A director or his alternate may participate in a meeting of the Board or a committee of the Board through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the Board or a committee of the Board is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
19. The directors may meet at any location, including outside the United Kingdom, as they think fit, subject to proper notice of a meeting having been given in accordance with article 23.

#### ALTERNATE DIRECTORS

20. (A) Each director may appoint any person to be his alternate and may at his discretion remove an alternate director so appointed. The appointment of an alternate director, unless previously approved by the Board, shall have effect only upon and subject to its being so approved. Any appointment or removal of an alternate director shall be effected by notice in writing executed by the appointor and delivered to the office or tendered at a meeting of the Board, or in any other manner approved by the Board. If his appointor so requests, an alternate director shall be entitled to receive notice of all meetings of the Board or of committees of the Board of which his appointor is a member. He shall also be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present

and at the meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at the meeting the provisions of these articles shall apply as if were a director.

- (B) Every person acting as an alternate director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the provisions of these articles relating to directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the director appointing him. An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director.
- (C) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director. Execution by an alternate director of any resolution in writing of the Board or a committee of the Board shall, unless the notice of his appointment provides to the contrary, be as effective as execution by his appointor.
- (D) An alternate director shall automatically cease to be an alternate director if his appointor ceases for any reason to be a director except that, if at any meeting any director retires by rotation or otherwise but is re-appointed or deemed to be re-appointed at the same meeting, any appointment made by him pursuant to this article which was in force immediately before his retirement shall remain in force as though he had not retired.

Regulations 65-69 of Table A shall not apply.

#### BORROWING POWERS

- 21. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital and, subject to the Act, to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party. Regulation 70 of Table A shall be amended accordingly.

#### POWER TO PROVIDE FOR EMPLOYEES

- 22. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation of the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

### DELEGATION OF DIRECTORS' POWERS

23. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

### DIRECTORS' GRATUITIES AND PENSIONS

24. The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 of Table A shall not apply.

### NOTICE OF BOARD MEETINGS

25. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in written by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom, except for those directors who are habitually resident abroad. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

### EXECUTIVE SHARE OPTION SCHEME

26. (A) Any person who becomes a shareholder in the Company on or after 23 July 1997 ("the Vendor") may on any date give to the person holding the largest shareholding in the Company ("the Purchaser") a notice requiring the Purchaser to purchase all of the ordinary shares in the Company held by the Vendor ("the Disposal Shares") for a consideration consisting of a cash payment by the Purchaser (in pounds sterling) equal to the market value of the Disposal Shares (as determined by the Board in its absolute discretion) on the date of receipt of the notice and within 21 days after the date of the notice, or such other date as may be agreed between the Purchaser and the Vendor, the Vendor shall be bound to transfer and the Purchaser shall be bound to purchase the Disposal Shares for such consideration.
- (B) The Purchaser may on any date give a notice to the Vendor requiring the Vendor to sell to the Purchaser the Disposal Shares for the consideration determined in paragraph (A) above and within 21 days after the date of the notice, or such other date as may be agreed between the Purchaser and the Vendor, the Vendor shall be bound to transfer and the Purchaser shall be bound to purchase the Disposal Shares for such consideration.
- (C) For the purposes of effecting any purchase pursuant to paragraphs (A) or (B) above, the Board may authorise in writing any officer or employee of the Company to execute any necessary transfer on behalf of the Vendor and an instrument of transfer executed by such person shall be as effective as if it had been executed by the Vendor, may enter the name of the Purchaser in respect of the transferred shares in the register (notwithstanding the absence of any certificate being lodged in respect thereof) and may issue a new certificate to the Purchaser and the title of the Purchaser shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The consideration for such disposal shall be received by the Company, whose receipt shall be good discharge to the Purchaser, and shall be delivered or paid (without interest) to the Vendor upon delivery by him of any certificate in respect of the shares sold and formerly held by him.

### NOTICE OF GENERAL MEETINGS

27. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

### VOTES OF MEMBERS

28. At a general meeting, but subject to any rights or restrictions attached to any shares on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

### CORPORATE REPRESENTATIVE

29. A company which is a member may, by resolution of its directors or other governing body, authorise a person to act as its representative at a meeting or at a separate meeting of the holders of a class of shares (the "representative"). The representative is entitled to exercise on behalf of the company those powers that the company could exercise if it were an individual member. The company is for the purposes of the articles deemed to be present in person at a meeting if the representative is present. All references to attendance and voting in person shall be construed accordingly. A director, the secretary or other person authorised for the purpose by the secretary may require the representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

### DELIVERY OF PROXIES

30. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notorially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

### OFFICIAL SEAL

31. The Company may exercise all powers conferred by the Act with regard to having an official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is



affixed shall be signed by such persons, if any, as the directors may from time to time determine.

### NOTICES

32. Any notice or other document may be served on or delivered to any member by the Company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

### TIME OF SERVICE

33. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

### INDEMNITY

34. Subject to the provision of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer of the Company and in which judgement is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company. The directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss of expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor. The directors may authorise directors of companies which are subsidiaries of the Company to purchase and maintain insurance at the

expense of the Company for the benefit of any director or other officer or auditor of such company in respect of such liability, loss or expenditure. Regulation 118 in Table A shall not apply to the Company.

THE COMPANIES ACTS 1985 TO 1989

PUBLIC COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION**

OF

**EULER HOLDINGS UK PLC\***

(As adopted by Special Resolution passed on 17 September 1997)

INTRODUCTION

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "Table A") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles, "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.

SHARE CAPITAL

2. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 of Table A shall not apply.
3. (A) Subject to the provisions of the Act, the directors have general and unconditional authority to allot (with or without conferring rights of

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\* Company name changed from Trade Indemnity Group PLC to EULER Holdings UK PLC on 18 September 1997.

renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares (whether forming part of the original or any increased share capital) to such persons, at such times and on such terms and conditions as the directors may decide but no share may be issued at a discount.

- (B) The directors have general and unconditional authority, pursuant to section 80 of the Act, to exercise all powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of adoption of this article unless previously renewed, varied or revoked by the Company in general meeting.
  - (C) The maximum amount of relevant securities which may be allotted pursuant to the authority conferred by paragraph (B) is the amount of the authorised but unissued share capital of the Company at the date of adoption of this article.
  - (D) The directors have general power, pursuant to section 95 of the Act, to allot equity securities pursuant to the authority conferred by paragraph B, and for the duration thereof, as if section 89(1) of the Act did not apply to that allotment.
  - (E) By authority conferred by paragraph (B), the directors may before the authority expires make an offer or agreement which would or might require relevant securities to be allotted after it expires and may allot relevant securities in pursuance of that offer or agreement.
- 4. The directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.
  - 5. The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.
  - 6. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

- 7. Regulations 73 to 80 (inclusive) in Table A shall not apply to the Company.
- 8. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) is not subject to any maximum and the minimum number is two.

9. A member or members holding a majority in nominal value of the issued ordinary shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, signed by one of its directors on its behalf, and shall take effect on lodgement at the office.
10. The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director. The office of a director shall be vacated if he shall be removed from office by notice in writing served upon him signed by all his co-directors, but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and be subject to article 12.
11. The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and, without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
12. The removal of a director under article 9, 10 or 11 shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
13. No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age.
14. No shareholding qualification for directors shall be required.
15. The office of a director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

#### **REMUNERATION OF DIRECTORS**

16. The ordinary remuneration of the Directors (other than a Chief Executive or an Executive director) shall be such amount as the directors shall from time to time determine (save that, unless otherwise approved by the Company in general meeting, the aggregate of the ordinary remuneration of all the directors (save as aforesaid) shall not exceed £200,000 (plus £10,000 for each director in excess of 10) to be divided among them in such proportion and manner as the directors may determine or, failing agreement, equally. Subject as aforesaid, a director holding office for part only of a year shall be entitled to a proportionate part of a full year's remuneration. The directors shall also be entitled to be repaid by the Company all such reasonable travelling (including hotel and incidental) and other expenses as they may incur in attending meetings of the Board, or of committees of the Board, or general meetings, or

which they may otherwise properly incur in or about the business of the Company. Regulations 82 and 83 of Table A shall not apply to the Company.

#### INTERESTS OF DIRECTORS

17. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

#### MEETINGS OF DIRECTORS

18. A director or his alternate may participate in a meeting of the Board or a committee of the Board through the medium of conference telephone or similar form of communication equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. Subject to the Act, all business transacted in this way by the Board or a committee of the Board is for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the Board or a committee of the Board although fewer than two directors or alternate directors are physically present at the same place. The meeting is deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
19. The directors may meet at any location, including outside the United Kingdom, as they think fit, subject to proper notice of a meeting having been given in accordance with article 23.

#### ALTERNATE DIRECTORS

20. (A) Each director may appoint any person to be his alternate and may at his discretion remove an alternate director so appointed. The appointment of an alternate director, unless previously approved by the Board, shall have effect only upon and subject to its being so approved. Any appointment or removal of an alternate director shall be effected by notice in writing executed by the appointor and delivered to the office or tendered at a meeting of the Board, or in any other manner approved by the Board. If his appointor so requests, an alternate director shall be entitled to receive notice of all meetings of the Board or of committees of the Board of which his appointor is a member. He shall also be entitled to attend and vote as a director at any such meeting at which the director appointing him is not personally present

and at the meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at the meeting the provisions of these articles shall apply as if were a director.

- (B) Every person acting as an alternate director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to the provisions of these articles relating to directors and shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of or for the director appointing him. An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any fee in his capacity as an alternate director.
- (C) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director. Execution by an alternate director of any resolution in writing of the Board or a committee of the Board shall, unless the notice of appointment provides to the contrary, be as effective as execution by his appointor.
- (D) An alternate director shall automatically cease to be an alternate director if his appointor ceases for any reason to be a director except that, if at any meeting any director retires by rotation or otherwise but is re-appointed or deemed to be re-appointed at the same meeting, any appointment made by him pursuant to this article which was in force immediately before his retirement shall remain in force as though he had not retired.

Regulations 65-69 of Table A shall not apply.

#### BORROWING POWERS

- 21. The Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital and, subject to the Act, to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party. Regulation 70 of Table A shall be amended accordingly.

#### POWER TO PROVIDE FOR EMPLOYEES

- 22. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation of the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

### DELEGATION OF DIRECTORS' POWERS

23. The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

### DIRECTORS' GRATUITIES AND PENSIONS

24. The directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company. Regulation 87 of Table A shall not apply.

### NOTICE OF BOARD MEETINGS

25. Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in written by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom, except for those directors who are habitually resident abroad. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.



### EXECUTIVE SHARE OPTION SCHEME

26. (A) Any person who becomes a shareholder in the Company on or after 23 July 1997 ("the Vendor") may on any date give to the person holding the largest shareholding in the Company ("the Purchaser") a notice requiring the Purchaser to purchase all of the ordinary shares in the Company held by the Vendor ("the Disposal Shares") for a consideration consisting of a cash payment by the Purchaser (in pounds sterling) equal to the market value of the Disposal Shares (as determined by the Board in its absolute discretion) on the date of receipt of the notice and within 21 days after the date of the notice, or such other date as may be agreed between the Purchaser and the Vendor, the Vendor shall be bound to transfer and the Purchaser shall be bound to purchase the Disposal Shares for such consideration.
- (B) The Purchaser may on any date give a notice to the Vendor requiring the Vendor to sell to the Purchaser the Disposal Shares for the consideration determined in paragraph (A) above and within 21 days after the date of the notice, or such other date as may be agreed between the Purchaser and the Vendor, the Vendor shall be bound to transfer and the Purchaser shall be bound to purchase the Disposal Shares for such consideration.
- (C) For the purposes of effecting any purchase pursuant to paragraphs (A) or (B) above, the Board may authorise in writing any officer or employee of the Company to execute any necessary transfer on behalf of the Vendor and an instrument of transfer executed by such person shall be as effective as if it had been executed by the Vendor, may enter the name of the Purchaser in respect of the transferred shares in the register (notwithstanding the absence of any certificate being lodged in respect thereof) and may issue a new certificate to the Purchaser and the title of the Purchaser shall not be affected by any irregularity or invalidity in the proceedings relating thereto. The consideration for such disposal shall be received by the Company, whose receipt shall be good discharge to the Purchaser, and shall be delivered or paid (without interest) to the Vendor upon delivery by him of any certificate in respect of the shares sold and formerly held by him.

### NOTICE OF GENERAL MEETINGS

27. Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

### VOTES OF MEMBERS

28. At a general meeting, but subject to any rights or restrictions attached to any shares on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

### CORPORATE REPRESENTATIVE

29. A company which is a member may, by resolution of its directors or other governing body, authorise a person to act as its representative at a meeting or at a separate meeting of the holders of a class of shares (the "representative"). The representative is entitled to exercise on behalf of the company those powers that the company could exercise if it were an individual member. The company is for the purposes of the articles deemed to be present in person at a meeting if the representative is present. All references to attendance and voting in person shall be construed accordingly. A director, the secretary or other person authorised for the purpose by the secretary may require the representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers.

### DELIVERY OF PROXIES

30. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notorially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

### OFFICIAL SEAL

31. The Company may exercise all powers conferred by the Act with regard to having an official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is

affixed shall be signed by such persons, if any, as the directors may from time to time determine.

### NOTICES

32. Any notice or other document may be served on or delivered to any member by the Company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

### TIME OF SERVICE

33. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

### INDEMNITY

34. Subject to the provision of the Act, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer of the Company and in which judgement is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission or from liability to pay any amount in respect of shares acquired by a nominee of the Company. The directors may purchase and maintain insurance at the expense of the Company for the benefit of any director or other officer or auditor of the Company against any liability which may attach to him or loss of expenditure which he may incur in relation to anything done or alleged to have been done or omitted to be done as a director, officer or auditor. The directors may authorise directors of companies which are subsidiaries of the Company to purchase and maintain insurance at the

expense of the Company for the benefit of any director or other officer or auditor of such company in respect of such liability, loss or expenditure. Regulation 118 in Table A shall not apply to the Company.