

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
W. W. (1990) LIMITED
(ADOPTED ON 11th March 1998)

PRELIMINARY

- 1 The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ('Table A') constitute the articles of association of the Company.
- 2 In regulation 1 of Table A the words 'and the articles' shall be deemed to be added after the words 'these regulations' in each place where they occur.
- 3 Regulations 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

SHARES

- 4 The share capital of the Company is £10,000,000 divided into 10,000,000 ordinary shares of £1 each.

TRANSFER OF SHARES

- 5 The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person.

GENERAL MEETINGS

- 6 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

APPOINTMENT AND REMOVAL OF DIRECTORS

- 7 At every annual general meeting all the directors shall retire from office.
- 8 No person other than a director retiring by rotation shall be appointed or reappointed a director at any general meeting unless -
- (a) he is recommended by the directors; or
 - (b) not less than fourteen nor more than thirty-five days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors together with notice executed by that person of his willingness to be appointed or reappointed.
- 9 Not less than seven nor more than twenty eight days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the directors for appointment or reappointment as a director at the meeting or in respect of whom notice has been given to the Company of the intention to propose him for appointment or reappointment as a director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors.

- 10 Subject as aforesaid, a director who retires at an annual general meeting may, if willing to act, be reappointed. If he is not reappointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 11 A member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company. The appointment or removal shall be made by an instrument signed by or on behalf of the person or persons making it and delivered to the office and shall take effect at the time such instrument is delivered to the office.
- 12 A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

DIRECTORS' GRATUITIES AND PENSIONS

- 13 The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

PROCEEDINGS OF DIRECTORS

- 14 The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is

assembled or, if there is no such group, where the chairman of the meeting is then present.

- 15 It shall be necessary to give notice of a meeting to a director and an alternate director who is absent from the United Kingdom and accordingly the last sentence of Regulation 66 and the third sentence of Regulation 88 of Table A shall be deemed to be deleted. A director or alternate director who is absent from the United Kingdom may give to the Company an address within the United Kingdom at which notices may be given to him and shall be entitled to have notices given to him at that address in addition to the address (whether or not in the United Kingdom) to which such notices are normally sent.
- 16 A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

THE SEAL

- 17 Regulation 101 of Table A shall apply only if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

NOTICES

- 18 Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by telex, cable or facsimile transmission.

INDEMNITY

- 19 Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in

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

R. Amos
Secretary
11.3.98