

**THE COMPANIES ACTS 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**NEW**  
**ARTICLES OF ASSOCIATION**  
**of**  
**HARTCLIFFE LIMITED**

(Adopted by Special Resolution passed on 14 July 1997)

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**PRELIMINARY**

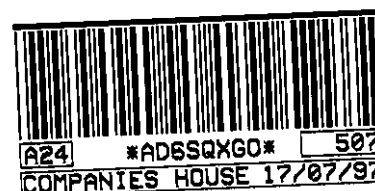
- 1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 ("Table A") so far as not excluded or modified by the following Articles shall apply to the Company.
- 2 Regulations 73 to 80 inclusive, 94, 95 and 118 of Table A and all references therein to the retirement by rotation of the directors shall not apply to the Company and the following Regulations thereof shall be modified:-

Regulation 6 by the deletion of the words "sealed with the seal" and the substitution of the words "executed in terms of Section 36A of the Act";

Regulation 24 by the deletion of the whole of that Regulation after the words "directors may refuse to register the transfer of" and the substitution therefor of the words "any share (whether or not fully paid) without assigning any reason therefor unless directed otherwise in writing by the holder or holders for the time being of a majority of the issued shares of the Company";

Regulation 40 by the addition at the end of the second sentence of the words "provided that if the Company shall have only one member, one member present in person or by proxy shall be a quorum";

Regulation 54 by the addition of the words "or by proxy (not being himself a member entitled to vote)" between the words "person" and "or";



Regulation 59 by the addition of the words “or (being a corporation) by duly authorised representative” at the end of the first sentence;

Regulation 62 by the deletion of the words “not less than 48 hours” where they appear in paragraph (a) and by the deletion of the words “not less than 24 hours” where they appear in paragraph (b);

Regulation 64 by the substitution of the words “or minimum” for the words “but shall be not less than two”;

Regulation 66 by the addition of the words “(subject to his giving the Company an address within the United Kingdom at which notice may be served upon him)” between the words “shall” and “be” and by the addition at the end of that Regulation of the sentence “Any person may act as alternate director to represent more than one director in which event such person shall be entitled to one vote for every director whom he represents but shall count as only one for the purpose of determining a quorum.”;

Regulation 72 by the addition of the sentence “Any committee shall have power, unless the Directors direct otherwise, to co-opt as a member or members of the committee for any specific purpose any person, or persons, not being a Director of the Company.” between the first and second sentences;

Regulation 79 by the deletion of the second and third sentences;

Regulation 82 by the addition of the words “Without prejudice to any contractual arrangement between the Company and any director, “at the start of that Regulation and by the addition of the words “by way of directors’ fees” between the word “remuneration” and “as”;

Regulation 85(c) by the addition of the words, “subject to the terms of any contract of employment between the Company and the director,” between the words “shall” and “not”;

Regulation 87 by the addition of the words “the holding company of the company or “between the words “been” and “a”; and

Regulation 112 by the deletion of the last sentence.

Unless otherwise required by the context of the Articles, words or expressions which are defined in Table A shall have the same meaning in the Articles.

Unless otherwise required by the context of the Articles, words importing the singular only shall include the plural and vice versa; words importing any gender shall include the other genders; and words importing natural persons shall include corporations and vice versa.

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## **SHARE CAPITAL**

- 3 The directors are generally and unconditionally authorised to allot, grant options over or otherwise dispose of relevant securities (within the meaning of section 80(2) of the Act) on such terms, to such person or persons and at such time or times as they may in their discretion think fit, provided that:-
  - 3.1 the maximum nominal amount of relevant securities to be allotted in pursuance of such authority shall be the aggregate nominal amount of the unissued shares in the capital of the Company from time to time while this authority is in force; and
  - 3.2 this authority shall expire, unless sooner revoked or altered by ordinary resolution of the Company, on the expiry of the period of five years from the date of the passing of the resolution by virtue of which this Article was adopted as part of the Articles provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.
- 4 Section 89(1) of the Act shall not apply to any allotment of shares in the Company.

## **PROCEEDINGS AT GENERAL MEETINGS**

- 5 In the case of a corporation, the signature of a director or the secretary thereof, and in the case of joint holders of a share the signature of any one of such joint holders, shall be sufficient for the purposes of passing resolutions in writing pursuant to Regulation 53 of Table A.
- 6 In the case of a corporation, a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of section 375 of the Act.

## **POWERS OF DIRECTORS**

- 7 The directors may exercise the voting power conferred by the shares in any other company beneficially held or owned by the Company in such manner as they think fit, including the exercise thereof in favour of any resolution appointing them or any of their number directors or officers of such other company or providing for the payment of remuneration to the directors or officers of such other company.

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## **PROCEEDINGS OF DIRECTORS**

- 8 A director may as a director vote and be counted as one of a quorum upon a motion in respect of any contract, matter or arrangement in which he shall be in any way interested which he shall make with the Company or in which the Company is in any way interested, provided that he shall first have disclosed the nature of his interest to the directors.
- 9 Any director (including an alternate director), or member of a committee of the directors, may participate in a meeting of the directors, or such committee, by means of conference telephone or other communication equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

## **APPOINTMENT AND REMOVAL OF DIRECTORS**

- 10 The holder or holders for the time being of a majority of the issued shares of the Company may from time to time appoint any person or persons as a director or directors of the Company (either as an additional director or to fill a vacancy) and may remove from office as any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing (which may consist of several documents in the like form each signed by one or more persons) signed by or on behalf of the member or members making the same (in the case of a corporation holding any such shares the signature of a director or the secretary thereof shall be sufficient) and shall take effect upon receipt at the office, or from such later time as shall be stated in such notice.
- 11 A director shall not be required to vacate his office and no person shall be ineligible for appointment or re-appointment by reason of his attaining or having attained the age of seventy or any other age.

## **INDEMNITY**

- 12 Subject to the provisions of the Act, every director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur:-
  - 12.1 in defending any proceedings, whether civil or criminal in which decree is given in his favour or in which he is acquitted or which are otherwise disposed of without any finding or admission of any material breach of duty on his part; or
  - 12.2 in connection with any application under section 144(3) or (4) or section 727 of the Act in which relief is granted to him by the court from liability in respect of any act or omission done or alleged to be done by him as an officer or employee of the Company.