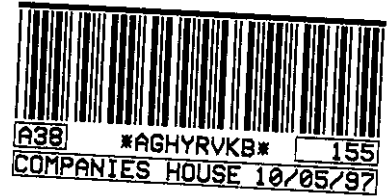


HALIFAX NOMINEES LIMITED

Company Number 2791465

Registered Office
Trinity Road
HALIFAX
West Yorkshire
HX1 2RG



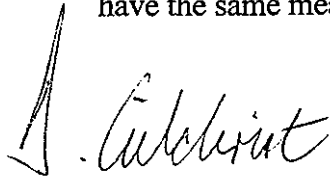
WRITTEN RESOLUTIONS OF THE SOLE SHAREHOLDER

Halifax Building Society, being the sole shareholder of the Company, hereby pass the following written resolutions in accordance with the Articles of Association of the Company as if they were passed as special resolutions at a general meeting of the Company duly convened and held:-

RESOLVED THAT:

1. the two Ordinary Shares in issue be redesignated as A Shares and the authorised but unissued share capital of the Company be redesignated as three separate classes consisting of 98 A Ordinary Shares of £1 each, 100 B Ordinary Shares of £1 each and 800 C Ordinary Shares of £1 each and that the Company's Memorandum of Association be altered accordingly;
2. the Memorandum of Association of the Company with respect to its objects be altered by deleting Clause 3 thereof and by substituting Clause 3 contained in Exhibit A annexed hereto;
3. the regulations contained in the print of the Articles of Association annexed hereto and signed by or on behalf of the sole member of the Company for purposes of identification be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company;
4. the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of the authorised but unissued share capital of the Company from time to time:
 - 4.1 pursuant to and during the period of the said authority of the Directors be empowered to allot equity securities wholly for cash as if Section 89(1) of the said Act did not apply to any such allotment;
 - 4.2 by such authority and power the Directors may during such period make offers or agreement which would or might require the allotment of securities after the expiry of such period; and

- 4.3 words and expressions defined in or for the purposes of Part IV of the said Act shall have the same meanings in this resolution.



D Gilchrist
Secretary
for and on behalf of the Halifax Building Society

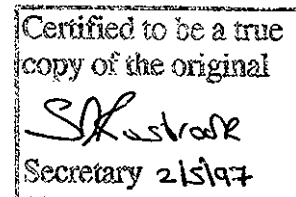


EXHIBIT A

- 3** The Company's objects are:
- 3.1** To act as nominee, depositary, trustee, fiduciary, agent, attorney, either solely or jointly with others or in any other capacity whatsoever for any person or persons, company, corporation, state, colony, province, dominion, sovereign, any other municipal or other authority or public body or any body whatsoever whether corporate or unincorporate; in respect of all types of shares, stocks, debentures, debenture stock, bonds, notes, warrants, depositary receipts and all other securities of whatsoever kind whether or not similar to the foregoing, whether in bearer or registered form and whether in definitive or global form, precious metals, currencies, policies, book debts, claims and choses in action, lands, buildings, business concerns and undertakings, mortgages, charges, annuities, patents, licences, real and personal property of all kinds and any claims against such real and personal property, or against any person or company; generally to acquire and hold either in the name of the company or that of any nominee, sell, exchange or otherwise dispose of, manage, develop, deal with, turn to account, the foregoing and to exercise all rights, powers, privileges or other entitlements of whatever kind appertaining to any of the foregoing including without limitation, to collect or arrange for the collection of all principal, premium, dividends, interest or other sums or entitlements due in respect thereof whether in money or otherwise howsoever and to exercise all voting rights attributable to any of the foregoing; to open and operate such banking accounts as may be considered necessary or convenient, and to carry out any other actions or functions in relation to the foregoing.
 - 3.2** To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
 - 3.3** To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.
 - 3.4** To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
 - 3.5** To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
 - 3.6** To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
 - 3.7** To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
 - 3.8** To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.

- 3.9 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- 3.10 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- 3.11 To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- 3.12 To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- 3.13 To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 3.14 To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- 3.15 To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- 3.16 To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- 3.17 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.
- 3.18 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the

Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.

- 3.19 (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.
- 3.20 To distribute among members of the Company *in specie* or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- 3.21 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- 3.22 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

The Companies Acts 1985 to 1989

Private Company Limited by Shares

Memorandum of Association

of

Halifax Nominees Limited

(Amended by Special Resolutions passed on 16th September 1996 and 2nd May 1997)

2/5/97
Certified to be a true
copy of the original

S Kosbrook

Secretary 2/5/97

- 1 The Company's name is "Halifax Nominees Limited".
- 2 The Company's registered office is to be situated in England and Wales.
- 3 The Company's objects are:
 - 3.1 To act as nominee, depository, trustee, fiduciary, agent, attorney, either solely or jointly with others or in any other capacity whatsoever for any person or persons, company, corporation, state, colony, province, dominion, sovereign, any other municipal or other authority or public body or any body whatsoever whether corporate or unincorporate; in respect of all types of shares, stocks, debentures, debenture stock, bonds, notes, warrants, depository receipts and all other securities of whatsoever kind whether or not similar to the foregoing, whether in bearer or registered form and whether in definitive or global form, precious metals, currencies, policies, book debts, claims and choses in action, lands, buildings, business concerns and undertakings, mortgages, charges, annuities, patents, licences, real and personal property of all kinds and any claims against such real and personal property, or against any person or company; generally to acquire and hold either in the name of the company or that of any nominee, sell, exchange or otherwise dispose of, manage, develop, deal with, turn to account, the foregoing and to exercise all rights, powers, privileges or other entitlements of whatever kind appertaining to any of the foregoing including without limitation to collect or arrange for the collection of all principal, premium, dividends, interest or other sums or entitlements due in respect thereof whether in money or otherwise howsoever and to exercise all voting rights attributable to any of the foregoing; to open and operate such banking accounts as may be considered necessary or convenient, and to carry out any other actions or functions in relation to the foregoing.
 - 3.2 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
 - 3.3 To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.
 - 3.4 To draw, make, accept, endorse, discount, negotiate, execute and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.

Note:

By Special Resolution passed on 16th September 1996, the Company's name was changed from Halifax Shared Ownership Limited to Halifax Nominees Limited.

- 3.5 To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- 3.6 To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- 3.7 To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- 3.8 To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.
- 3.9 To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- 3.10 To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- 3.11 To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- 3.12 To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.
- 3.13 To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 3.14 To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- 3.15 To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- 3.16 To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.

- 3.17 To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company or any of the predecessors of the Company or any other such company as aforesaid, or who are or were at any time directors or officers of the Company or of any such other company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any such other company; and to make payments for or towards the insurance of any such persons.
- 3.18 To establish and maintain, and to contribute to, any scheme for encouraging or facilitating the holding of shares or debentures in the Company by or for the benefit of its employees or former employees, or those of its subsidiary or holding company or subsidiary of its holding company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its subsidiary and/or associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any company which is its holding company or is a subsidiary of the Company or any such holding company or otherwise is allied to or associated with the Company with a view to enabling them to acquire shares in the Company or its holding company.
- 3.19 (i) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any other company which is its holding company or in which the Company or such holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any such other company or subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or any such other company, subsidiary undertaking or pension fund and (ii) to such extent as may be permitted by law otherwise to indemnify or to exempt any such person against or from any such liability; for the purposes of this clause "holding company" and "subsidiary undertaking" shall have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.
- 3.20 To distribute among members of the Company *in specie* or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised and consent required by law.
- 3.21 To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- 3.22 To do all such other things as may be considered to be incidental or conducive to any of the above objects.

And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way

limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4 The liability of the members is limited.
- 5 The authorised share capital of the Company is £1000 divided into 1000 shares of £1 each.

Note:

By Special Resolution passed on 2nd May 1997, the authorised share capital of the Company was redesignated as three separate classes consisting of 100 A Ordinary Shares of £1 each, 100 B Ordinary Shares of £1 each and 800 C Ordinary Shares of £1 each.

We, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of Shares shown opposite our respective names.

Names and Addresses of Subscribers	Number of Shares taken by each Subscriber
1 Instant Companies Limited 2 Baches Street London N1 6UB	One
2 Swift Incorporations Limited 2 Baches Street London N1 6UB	One
Total Shares taken:	Two

Dated this 4th day of August 1992.

Witness to the above Signatures: Mark Anderson
2 Baches Street
London N1 6UB

The Companies Acts 1985 to 1989
Private Company Limited by Shares

Articles of Association

of

Halifax Nominees Limited

(Adopted by Special Resolution passed on 2nd May 1997)

2/5/97
Certified to be a true
copy of the original

Secretary

PRELIMINARY

- 1 The regulations contained in Table A In The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of the adoption of these Articles) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References in these articles to regulations are to regulations in the said Table A unless otherwise stated. Regulations 24, 40, 41, 42, 43, 50, 62, 66, 69, 73-80, 93-8, 104 and 118 of Table A shall not apply to the Company.

The Company shall be a private company within the meaning of Section 1(3) of the Companies Act 1985 (the "Act").

SHARE CAPITAL

- 2.1 The share capital of the Company at the date of the adoption of these Articles is £1000 divided into 100 A Ordinary Shares of £1 each ("A Ordinary Shares"), 100 B Ordinary Shares of £1 each ("B Ordinary Shares") and 800 C Ordinary Shares of £1 each ("C Ordinary Shares").
- 2.2 The A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares shall each constitute separate classes but save as hereinafter provided the rights attached to the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares shall in all respects be identical (the A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares being together called the "Shares").
- 3 The A Ordinary Shares, the B Ordinary Shares and the C Ordinary Shares shall have the following rights and be subject to the following restrictions.
 - 3.1 As regards income, the holders of the A Ordinary Shares and the C Ordinary Shares shall be entitled to receive rateably in proportion to their holdings by way of dividend all sums determined to be distributed out of the profits of the Company available for distribution. The holders of the B Ordinary Shares shall not be entitled to receive any such sums.
 - 3.2 As regards capital, on a winding up or on any other return of capital or assets on a liquidation or otherwise, out of the assets of the Company available for distribution:
 - 3.2.1 holders of the B Ordinary Shares shall be entitled to be repaid the amount paid up on each such B Ordinary Share but shall not be entitled to any further right of participation in the capital or assets of the Company on a winding up or other return of capital or assets; and
 - 3.2.2 subject to Article 3.2.1, any balance of the capital or assets of the Company shall belong to and be distributed among the holders of the A Ordinary Shares and the C Ordinary Shares in proportion to the amount paid up on each such Share.

3.3 As regards voting:

- 3.3.1 the holders of the C Ordinary Shares shall not, by virtue of or in respect of their holdings of C Ordinary Shares, have the right to receive notice of any general meeting of the Company or the right to attend, speak or vote at any such general meeting;
 - 3.3.2 on a show of hands every holder of A Ordinary Shares or B Ordinary Shares who is present whether (being an individual) in person or (being a corporation) by a duly authorised representative or in any case by proxy shall have one vote and on a poll every holder of any such Share who is present whether (being an individual) in person or (being a corporation) by a duly authorised representative or in any case by proxy shall have one vote for every such Share of which he is the holder.
- 4 Subject to Section 80 of the Act and to any other restrictions contained in these Articles, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Act shall not apply.
 - 5 Save with the prior consent of all the holders of the A Ordinary Shares and all the holders of the B Ordinary Shares:
 - 5.1 no shares may be allotted or issued to any person; and
 - 5.2 the Company shall not exercise any of the powers referred to in Regulations 2, 3, 32, 33, 34, 35 and 110 of Table A.
 - 6 Any shares issued (in each case in its capacity as such) to a holder of A Ordinary Shares shall be designated as A Ordinary Shares, any shares issued to a holder of B Ordinary Shares shall be designated as B Ordinary Shares and any shares issued to a holder of C Ordinary Shares shall be designated as C Ordinary Shares.
 - 7 No shares in the Company shall be allotted on the terms that the right to the same may be renounced by the allottee.

LIEN

- 8.1 In regulation 8 of Table A the words "(not being a fully paid share)" shall be omitted. The lien conferred by regulation 8 of Table A shall attach to all shares registered in the name of any person indebted or under liability to the Company whether he is the sole registered holder thereof or one of two or more joint holders.
- 8.2 All shares to be sold in the enforcement of the Company's lien or rights of forfeiture or following the surrender of the same shall be offered in accordance with Articles 5, 6 and 7 of these Articles as if they were unissued shares of the Company. Regulations 9 and 20 of Table A shall be modified accordingly.
- 8.3 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 of Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

CALLS

- 9 In regulation 12 of Table A the words "(subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made)" shall be omitted.

TRANSFER OF SHARES

- 10.1 Except in the case of a transfer to a nominee of a holder of shares, no share in the capital of the Company may be transferred by any holder of shares save with the written consent of all other holders of shares in the capital of the Company.
- 10.2 The Directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any shares, whether or not fully paid.

PROCEEDINGS AT GENERAL MEETINGS

- 11.1 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company.
- 11.2 The Chairman of the Board of Directors shall preside as Chairman at every General Meeting of the Company or, if such Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, an A Director (as defined in Article 12.7) present may preside as Chairman. If no A Director is so present and willing to act, the members present and entitled to vote shall elect one of their number to be Chairman.
- 11.3 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and also when such business is voted on. Two members present in person or by proxy shall be a quorum of which one shall be or represent a holder of any of the A Ordinary Shares and the other shall be or represent a holder of any of the B Ordinary Shares.
- 11.4 If within fifteen minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week and at the same time and place (or such other day and/or at such other time and place as all the members may agree in writing). At any adjourned general meeting, any two members present in person or by proxy shall be a quorum.
- 11.5 In regulation 44 the words "the class of shares the holder of which appointed him as director" shall be substituted for the words "any class of shares in the company".
- 11.6 At any general meeting a poll may be demanded by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 11.7 An instrument appointing a proxy may, in the case of a corporation, be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 60 of Table A shall be construed accordingly. The instrument appointing a proxy to vote at a meeting shall be deemed also to confer authority to vote on a poll on the election of a Chairman and on a motion to adjourn the meeting.
- 11.8 The Chairman of a general meeting shall not be entitled to a second or casting vote.
- 11.9 Subject to the provisions of these Articles, a member may participate in a meeting of the Company by means of conference telephone or similar communications equipment whereby all the members participating in the meeting can hear each other and the members participating in a meeting in this manner shall be deemed to be present in person at such a meeting.
- 11.10 In the case of a corporation a resolution in writing may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Execution by a member of a resolution in writing may be evidenced by letter, telex, cable, electronic mail, facsimile or otherwise as the Directors may from time to time resolve to permit. Regulation 53

shall be extended in accordance with this Article 11.10 and as so extended shall apply *mutatis mutandis* to resolutions in writing of any class of members of the Company.

- 11.11 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. The instrument shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates. An instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.
- 11.12 If at any meeting any holder of any A Ordinary Shares is not present in person or by proxy the votes exercisable on a poll in respect of the A Ordinary Shares held by members present in person or by proxy shall be *pro tanto* increased so that such A Ordinary Shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the A Ordinary Shares if all the holders thereof were present.
- 11.13 If at any meeting any holder of any B Ordinary Shares is not present in person or by proxy the votes exercisable on a poll in respect of the B Ordinary Shares held by members present in person or by proxy shall be *pro tanto* increased so that such B Ordinary Shares shall together entitle such members to the same aggregate number of votes as could be cast in respect of all the B Ordinary Shares if all the holders thereof were present.

DIRECTORS

- 12.1 The number of Directors shall not be less than two nor more than six in number (or such other even number as the Company may from time to time determine). Regulation 64 shall be modified accordingly.
- 12.2 An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and of any committee of the Directors of which his appointor is a member and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director, his voting rights shall be cumulative but he shall not be counted more than once for the purposes of the quorum. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director, nor shall he be deemed to be a Director for the purposes of these Articles, nor shall he be deemed to be the agent of his appointor.
- 12.3 An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent *mutatis mutandis* as if he were a Director but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

- 12.4 The holder or holders for the time being of a majority of the A Ordinary Shares in issue shall be entitled from time to time to appoint three directors of the Company and to remove any director(s) so appointed and to fill the office of any such director(s) who dies, resigns or otherwise ceases to be a director.
- 12.5 The holder or holders for the time being of a majority of the B Ordinary Shares in issue shall be entitled from time to time to appoint three directors of the Company and to remove any director(s) so appointed and to fill the office of any such director(s) who dies, resigns or otherwise ceases to be a director.
- 12.6 Any appointment or removal of a director under the terms of this Article 12 shall be effected by a notice in writing to the Company signed by the member or members giving the same or in the case of a corporate member signed by one of its directors or the secretary or by its duly authorised representative on its behalf and shall take effect upon delivery to the Company or any of its officers. A copy of such notice shall be given to each other member of the Company.
- 12.7 Each Director so appointed by the holders of the A Ordinary Shares shall be known as an A Director and each Director so appointed by the holders of the B Ordinary Shares shall be known as a B Director. No Director shall be appointed otherwise than as provided in these Articles. There shall not at any time be more than three A Directors and three B Directors. The A Directors and the B Directors shall be free to disclose such information in connection with the affairs of the Company to the holders of the A Ordinary Shares and to the holders of the B Ordinary Shares as they shall in their absolute discretion think fit and such disclosure shall not constitute a breach of duty to the Company.
- 12.8 At any meeting of the Directors each A Director present in person or represented by an alternate and each B Director present in person or represented by an alternate shall be entitled to cast one vote on any matter to be voted upon; however, if at any such meeting there are less A Directors present in person or represented by an alternate than B Directors, or vice versa, the Director in the minority shall be entitled to cast as he thinks fit the votes of the other Director of the same class in addition to the votes he is entitled to cast by virtue of his presence at the meeting.
- 12.9 Insofar as any power or discretion of the Directors is delegated to a committee, any reference in these Articles to the exercise by the Directors of the power or discretion so delegated shall be read and construed as if it were a reference to the exercise thereof by such committee. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Regulation 72 shall be modified accordingly.
- 12.10 The number of A Directors and the number of B Directors appointed to any committee of the Directors shall be the same.
- 12.11 The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

REMUNERATION AND PROCEEDINGS OF DIRECTORS

- 13.1 Any Director who serves on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the Directors may determine. Regulation 82 shall be extended accordingly.

- 13.2 The Chairman of the Board of Directors of the Company shall be appointed by the holders for the time being of a majority of the A Ordinary Shares and he shall not be entitled to a second or casting vote in any circumstances. Regulations 88 and 81 of Table A shall be modified accordingly.
- 13.3 No business shall be transacted at any meeting of the directors unless a quorum is present at the time when the meeting proceeds to business and throughout the meeting. The quorum shall be two directors (or their alternates) such that where A Directors only have been appointed the quorum shall comprise two A Directors (or their respective alternates) and where both A Directors and B Directors have been appointed the quorum shall be one A Director (or, subject as provided in Article 12.2, an alternate for such Director) and one B Director (or, subject as provided in Article 12.2, an alternate for such Director). Regulation 89 of Table A shall be modified accordingly.
- 13.4 Any Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or similar communications equipment whereby all the Directors participating in the meeting can hear each other and the Director(s) participating in this manner shall be deemed to be present in person at such meeting.
- 13.5 A resolution in writing which has been consented to and signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors (which consent and signature may be evidenced by letter, telex, cable, electronic mail, facsimile, or otherwise as the Directors may from time to time resolve to permit) shall be as effective as a resolution duly passed at a meeting of the Directors or (as the case may be) a committee of the Directors duly convened and held and may consist of several documents in the same terms each consented to and signed by one or more Directors. A resolution signed by an alternate director need not also be signed by his appointor, and if it is signed by a Director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.
- 13.6 The Directors may exercise the voting power conferred by the shares in any other company held or owned by the Company in such manner in all respects 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 voting or providing for the payment of remuneration to the directors or officers of such other company. A Director may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be or be about to become a director or officer of such other company and as such or in any other manner is or may be interested in the exercise of such voting rights in manner aforesaid.
- 13.7 On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof.

CAPITALISATION OF PROFITS AND RESERVES

- 14 The Directors may, with the sanction of a special resolution of the Company, capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve) or any sum standing to the credit of profit and loss account by appropriating such sum to the holders of shares in the Company in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend and applying such sum in paying up in full unissued ordinary shares for allotment and distribution credited as fully paid amongst the shareholders.
- 15 The Directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation, with full power to the Directors to make such provisions as they think fit for the case of shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The

Directors may authorise any person to enter on behalf of all the members interested into an agreement with the Company providing for any such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned. Regulation 110 shall not apply.

INDEMNITY

- 16** Subject to the provisions of and so far as may be permitted by law, every Director, Secretary or other officer of the Company shall be entitled to be indemnified by the Company out of its own funds against, and/or exempted by the Company from, all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court.