

Company No. 2908585

THE COMPANIES ACT 1985

AND

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

AND

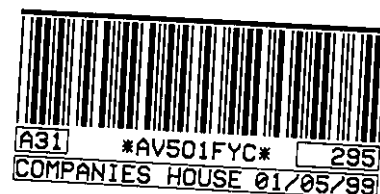
ARTICLES OF ASSOCIATION

OF

MFT COMPUTER HOLDINGS LIMITED

**Reprinted to incorporate alterations made on or
before 28th April 1999**

**Lee & Priestley
12 Park Square
Leeds
LS1 2LF**



THE COMPANIES ACT 1985

AND

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PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MFT COMPUTER HOLDINGS LIMITED

1. The company's name is "**MFT Computer Holdings Limited**".¹
2. The company's registered office is to be situated in England and Wales.
3. The company's objects are:
 - (a) To carry on all or any of the businesses, undertakings, transactions or operations of general merchants and traders (both wholesale and retail), manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, haulage contractors, printers and publishers, dealers in motor or other vehicles, craft, plant, machinery, tools and equipment of all kinds and agents in respect of raw and manufactured goods of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of

¹ By Special Resolution in the name of the Company changed from Sovco (559) Limited to MFT Computer Holdings Limited which change was effective from 30th June 1995.

the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform, and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists, and financiers, either on the company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the company; and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.

- (b) To carry on any other trade or business which in the opinion of the directors is capable of being advantageously carried on in connection with or ancillary to the objects specified in clause {}[3(a)]hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the company or to otherwise advance the interests of the company and its members.
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, copyrights, design rights, designs, trade marks, inventions, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the company's objects.
- (d) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, houses, flats, shops, stores, factories, offices, buildings, works, plant and machinery necessary or convenient for the company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
- (e) To borrow or raise money with or without security in such manner as the company shall think fit and in particular by the issue of debenture or debenture stock charged upon all or any of the company's property, both present and future including all its uncalled capital for the time being, and to re-issue any debentures at any time paid off, and for the purposes of or in connection with the borrowing or raising of money by the company to become a member of any building society.
- (f) For the purposes of or in connection with the business of the company and in particular for the purpose of securing the repayment of any monies borrowed or the performance of any obligation or liability undertaken or binding on the company to mortgage and charge the undertaking and all or any of the real and personal property and assets, present and future, and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and

conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurances.

- (g) To receive money on deposit or loan upon such terms as the company may approve.
- (h) To lend and advance money or give credit to any company, firm or person with or without security and on such terms as the company may approve and either with or without the company receiving any consideration or advantage, direct or indirect, for giving any such guarantee, and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by way of indemnity or by mortgaging or charging all or any part of the undertaking, property and assets present and future and uncalled capital of the company or by all three such methods, the performance of the contracts or obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture, stocks, shares or other securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the company's holding or subsidiary company or otherwise associated with the company in business.
- (i) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the company, or any of its predecessors in business or of any company which is for the time being the company's Holding or subsidiary company or otherwise associated with the company in business or who are or were at any time directors or officers of the company or of any such other company or business as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any such other company or business as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object; and to establish, set up, support and maintain share purchase schemes or profit sharing schemes for the benefit of any employees of the company, or of any company which is for the time being the company's holding or subsidiary company and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

- (j) To draw, make, accept, endorse, negotiate, discount and execute cheques, promissory notes, bills of exchange, debentures and other negotiable or transferable instruments.
- (k) To invest and deal with the moneys of the company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.
- (l) To pay for any property or rights acquired by the company, or for any services rendered to the company or for any obligation or liability undertaken or agreed to be undertaken by the company either in cash or fully or partly paid-up shares with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the company has power to issue, or partly in one mode and partly in another, and generally on such terms as the company may determine.
- (m) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.
- (n) To enter into any partnership, syndicate, joint-venture or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee with or without security the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (o) To carry on the business of a holding company in all its branches and to establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this company, and to acquire and hold or dispose of shares, stock or securities and guarantee with or without security the payment of dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

- (p) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to pay cash or to issue any shares, stocks, debentures or debenture stock in the company in consideration for such purchase or acquisition.
- (q) To sell, improve, manage, develop, turn to account, exchange, let on rent, grant royalty, share of profits or otherwise, grant licences, options, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit.
- (r) To amalgamate with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding-up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.
- (s) To subscribe for, purchase or otherwise acquire, and hold shares, stock, debentures, units or other securities of any other company.
- (t) To distribute among the members in specie by dividend or bonus or by way of reduction of capital any property of the company, or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (u) To give such financial assistance directly or indirectly for the purpose of the acquisition of shares in the company or the company's holding company or for the purpose of reducing or discharging any liability incurred by any person for the purpose of the acquisition of shares in the company or the company's holding company as may be lawful.
- (v) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.
- (w) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that, save as otherwise expressly provided, each of the paragraphs of this clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the company and the provisions of each such paragraph shall, save as aforesaid, be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

4. The liability of the members is limited.
5. The company's share capital is £100 divided into 100 Ordinary shares of £1.00 each.²

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- ² (A) By Special Resolution dated 31st May 1994 the authorised share capital of the Company was increased to £170,000 by the creation of:
- (a) 99,990 ordinary shares of £1.00 each;
 - (b) 40,000 cumulative convertible participating preferred ordinary shares (the "**preferred ordinary shares**") of £1.00 each; and
 - (c) 30,000 cumulative convertible redeemable preference shares (the "**preference shares**") of £1.00 each.
- (B) By Special Resolution dated 2nd October 1995 the authorised share capital of the Company was increased to £170,000 by the creation of 1 special share of £1.00.
- (C) On 2nd October 1995, the Company:
- (a) purchased all of the 20,000 issued preferred ordinary shares; and
 - (b) redeemed at par the 30,000 preference shares.
- (D) On 10th April 1997 the Company redeemed the 1 special share of £1.00.
- (E) On 6th August 1997 the Company purchased 6,000 ordinary shares of £1 each.
- (F) On 7th April 1999 the company:
- (a) redesignated the 1 special share of £1 as an additional ordinary share of £1; and
 - (b) redesignated 39,091 ordinary shares of £1 as 'A' ordinary shares of £1.
- (G) On 28th April 1999 the Company converted 3,910 of the existing authorised but unissued ordinary shares of £1 into 391,000 'AA' ordinary shares of 1p each.

I, the subscriber to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and I agree to take the number of shares shown opposite my name below

Name and address of Subscriber	Number of shares taken
Sovshelfco (Formations) Limited PO Box 8 Sovereign House South Parade Leeds LS1 1HQ (duly authorised on its behalf)	1 (One)
Total Shares taken	1 (One)

Dated: 7th March 1994

Witness to the above signature:

John Robinson
Booth & Co.
PO Box 8
Sovereign House
South Parade
Leeds LS1 1HQ

THE COMPANIES ACT 1985
AND
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
MFT COMPUTER HOLDINGS LIMITED

1. Preliminary

1.1 In these Articles, unless the context otherwise requires:

"**Act**" means the Companies Act 1985 (as amended);

the "**Statutes**" means the Act and any statutory modification or re-enactment thereof for the time being in force and every other Act for the time being in force concerning companies and affecting the Company.

"**Table A**" means Table A in the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985. References to regulations are to regulations in Table A;

"**Winding Up**" means the making of an order or the passing of a resolution for the winding up of the Company;

"**Winding Up Value**" means the aggregate monetary amount of the surplus assets of the Company available for distribution to its shareholders remaining after the payment of its liabilities.

1.2 Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

1.3 Regulations 38, 39, 65 to 68 inclusive, 69, 73 to 78 inclusive, 101 and 118 shall not apply to the Company, but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

2. Shares

2.1 The authorised share capital of the Company at the date of adoption of these Articles is £170,001 divided into:

- (a) 60,910 Ordinary Shares of £1 each (the "**Ordinary Shares**");
- (b) 39,091 "A" Ordinary Shares of £1 each (the "**"A" Ordinary Shares**");
- (c) 30,000 Cumulative Convertible Redeemable Preference Shares of £1 each (the "**Preference Shares**"); and
- (d) 40,000 Cumulative Convertible Participating Preferred Ordinary Shares of £1 each (the "**Preferred Ordinary Shares**").

2.2 The Ordinary Share bearing number 60,910 (formerly the Special Share) was redeemed on 10th April 1997. Section 160(4) of the Act prohibits the re-issue of this share.

2.3 The Preference Shares were redeemed pursuant to a contract dated 2nd October 1995. Section 160(4) of the Act prohibits the re-issuing of these shares.

2.4 The Preferred Ordinary Shares were repurchased by the Company pursuant to a contract dated 2nd October 1995. Sections 160(4) and 162(2) of the Act prohibit the re-issuing of these shares.

2.5 6,000 Ordinary Shares were repurchased by the Company pursuant to a contract dated 6th August 1997. Section 160(4) of the Act prohibits the re-issuing of these shares.

2.6 Subject to the Act, unissued shares shall be under the control of the Directors and the Directors may offer, allot, grant options over, or otherwise deal with or dispose of unissued shares in the Company to such persons and generally on such terms, in such manner and at such times as they may determine and in particular shares may be issued as hereinafter provided as "AA" Ordinary Shares of 1p with rights as hereinafter provided.

3. Special Share

3.1 The issued share capital of the Company as at the date of adoption of these Articles is £54,563 divided into 15,472 Ordinary Shares and 39,091 "A" Ordinary Shares. The Ordinary Shares and the "A" Ordinary Shares for the time being in issue shall constitute separate classes of shares, but, except as otherwise provided by these Articles, shall rank *pari passu* in all respects.

3.2 Income

On the declaration by the Company of an interim or final dividend the holders of the "A" Ordinary Shares shall be entitled to an enhanced stock dividend of 10

new "AA" Ordinary Shares of 1p each ("AA" Ordinary Shares") for each "A" Ordinary Share held PROVIDED THAT:-

- (a) such "AA" Ordinary Shares will be paid up out of distributable reserves only and the Company shall take this right into account when determining the amount of dividend to be declared and whether sufficient distributable reserves are available, and that a maximum of 390,910 new "AA" Ordinary Shares may be issued in this way; and
- (b) any holder of "A" Ordinary Shares may elect to receive a cash dividend in respect of some or all of his "A" Ordinary Shares of an amount equivalent to the cash dividend declared in respect of the Ordinary Shares, any such election to be made in writing to the Company within 7 days of the declaration of the dividend or such longer time as the Directors may allow provided that such shareholder may irrevocably release his right so to elect in respect of any particular dividend declared by giving notice in writing to the Company.

3.3 Capital

On a Winding Up the Winding Up Value shall be distributed amongst the classes of shares in the Company in the following ratio:-

Ordinary Shares 15,472: "A" Ordinary Shares and "AA" Ordinary Shares 39,091

and subject thereto the Winding Up Value shall be divided between the holders of each class of shares pro rata to the number of shares held by them respectively.

3.4 Voting Rights

Every member present in person shall upon a show of hands have one vote and upon a poll there shall be 54,563 votes exercisable either in person or by proxy which shall be divided between the various classes of shares in the Company as follows:-

Ordinary Shares	15,472
"A" Ordinary Shares and "AA" Ordinary Shares	39,091

And subject thereto the appropriate numbers of votes shall be divided between the holders of each class of shares pro rata to the number of shares held by them respectively (fractional entitlements being disregarded).

3.5 Variation of Class Rights

- (a) If at any time the share capital is divided into different classes of shares, the rights attaching to any class (unless otherwise provided by the terms of the issue of the shares of that class) may, subject to the provisions of section 125 of the Act and whether or not the Company is being wound up, be varied or abrogated only with the consent in writing of the holders

of three-quarters of the issued shares of the class, or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class.

- (b) To every such separate general meeting the provisions of these Articles relating to the general meetings shall apply *mutatis mutandis*, except that the necessary quorum shall be one or more persons holding or representing by proxy one-third of the issued shares of the class (but so that if at any adjourned meeting of such holder or holders a quorum is not present, the holder or holders present shall form a quorum), and any holding of shares of the class present in person or by proxy may demand a poll.
- (c) The rights attaching to any class shall (unless otherwise provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares ranking *pari passu* with that class”.

4. Lien

4.1 The lien conferred by regulation 8 shall apply to:

- (a) all shares of the Company whether fully paid or not;
- (b) all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole registered holder thereof or one of several joint holders;

and shall be for all indebtedness or other liability to the Company of any member.

Regulation 8 shall be modified accordingly.

5. Transfer of shares

5.1 The Directors may, in their absolute discretion and without assigning any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 shall be modified accordingly.

6. Purchase of own shares

6.1 Subject to the Act, the Company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the Company as may for the time being be required by law but, subject to such resolution, the Directors shall have full power to determine or approve the terms of any such contract. Neither the Company nor the Directors shall be required to select the

shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the Act, the Company may agree to the variation of any contract entered into pursuant to this article and to release any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in these articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the Company pursuant to this article. Regulation 35 shall not apply to the Company.

7. General meetings

7.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or an elective resolution or a resolution appointing a person as a Director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 days' notice but a general meeting, other than one called for the passing of an elective resolution, may be called by shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, or such lesser percentage, not being less than 90 per cent., as may be specified in or pursuant to any elective resolution passed by the Company.

The notice shall specify the time and place of the meeting, the general nature of the business to be transacted and the terms of any resolution to be proposed at it and, in the case of an annual general meeting, shall specify the meeting as such.

Notice of any general meeting need not be given to any Director in that capacity. Regulation 38 shall be modified accordingly.

7.2 No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum, except when the Company has only one member, when the quorum shall be one such person. Regulation 40 shall not apply to the Company.

7.3 Regulation 37 shall be modified by the substitution of the words "seven weeks" for the words "eight weeks".

- 7.4 A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 shall be modified accordingly.
- 7.5 A resolution in writing in accordance with regulation 53 shall be deemed to have been duly executed on behalf of a corporation if signed by one of its directors or its secretary. In the case of a share held by joint holders the signature of any one of them on behalf of all such joint holders shall be sufficient for the purposes of that regulation. The Directors shall cause a record of each resolution in writing, and of the signatures to it, to be entered in a book in the same way as minutes of proceedings of a general meeting of the Company.
- 7.6 Before a resolution in writing is executed, the Company, if it is required by section 381B of the Act to do so:
- (a) shall send a copy of the proposed resolution to the auditors; and
 - (b) shall ensure that the resolution is not passed unless either it has received the auditors' notification in the terms of section 381B(3)(a) of the Act or the period for giving a notice under section 381B(2) has expired without any notice having been given to the Company by the auditors in accordance with that sub-section.
- 7.7 A proxy shall be entitled to vote on a show of hands and regulation 54 shall be modified accordingly.

8. Powers and duties of Directors

- 8.1 Subject to the provisions of the Statutes, a Director may be interested directly or indirectly in any contract or arrangement or in any proposed contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a Director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him. Regulation 94 shall be modified accordingly.
- 8.2 The Directors may exercise all the powers of the Company contained in clause 3(a) of the Memorandum of Association of the Company.

9. Removal and disqualification of Directors

- 9.1 Unless and until otherwise determined by the Company by Ordinary Resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a Director shall

be capable of being appointed as a Director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a Director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed as such.

10. Rotation of Directors

- 10.1 The Directors shall not be liable to retire by rotation, and accordingly the second and third sentences of regulation 79 shall be deleted.

11. Gratuities and Pensions

- 11.1 The Directors may, on behalf of the Company, exercise all the powers of the Company to provide benefits, whether 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 any relation, connection or dependant 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 subsidiary 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 permitted by 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 shall not apply to the Company.

12. Proceedings of Directors

- 12.1 For a signed resolution under regulation 93 to be effective it shall not be necessary for it to be signed by a Director who is prohibited by the Articles or by law from voting thereon. Regulation 93 shall be modified accordingly.
- 12.2 If one or more Directors are communicating with one or more Directors by telephone, television or a similar audio visual communications system, and each such Director so agrees, then, subject to the Act and the other provisions of these articles, those communications may be treated as a valid meeting of Directors at which each such Director is present.

13. The seal

- 13.1 If the Company has a seal, it shall only be used with the authority of the Directors or a committee of the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or second Director. The obligation under regulation 6 relating to the sealing of share certificates shall apply only if the Company has a seal.

14. Notices

- 14.1 Every Director of the Company shall be entitled to receive notices of general meetings (at his usual address or such other address as he may notify to the Company) in addition to the persons so entitled under the Statutes. The third sentence of regulation 112 shall be deleted.
- 14.2 Any notice required by these Articles to be given by the Company may be given by any visible form on paper, including telex, facsimile and electronic mail, and a notice communicated by such forms of immediate transmission shall be deemed to be given at the time it is transmitted to the person to whom it is addressed. Regulations 111 and 112 shall be modified accordingly.
- 14.3 Any notice or other document delivered to or left at a registered address otherwise than by post shall be deemed to have been given at the time it was so delivered or left.

15. Indemnity

- 15.1 Subject to the provisions of, and so far as may be consistent with, the Statutes, but without prejudice to any indemnity to which a Director may be otherwise entitled, every Director, auditor, secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and/or discharge of his duties and/or the 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.

Name and address of Subscriber	Number of shares taken
Sovshelfco (Formations) Limited PO Box 8 Sovereign House South Parade Leeds LS1 1HQ (duly authorised on its behalf)	1 (One)
Total Shares taken	1 (One)

Dated: 7th March 1994

Witness to the above signature:

John Robinson
Booth & Co.
PO Box 8
Sovereign House
South Parade
Leeds LS1 1HQ