

Company No: 3215790



The Companies Acts 1985 and 1989

Company Limited by Shares

**Written Resolution
of
LEELAND LIMITED**

Passed on 1 August 1996

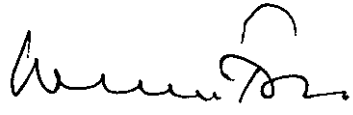
We, the undersigned, being the sole member entitled to attend and vote at a general meeting of the company, hereby confirm that pursuant to Regulation 53 of Table A applicable to the Company by virtue of the Articles of Association of the Company the following resolution has been duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the provisions of the Memorandum of Association of the company with respect to its objects be and are hereby altered:

1. by deleting paragraph A (i) of clause 3 of such Memorandum by substituting therefor the following new paragraph:-
 - 3.(A)(i) To carry on for profit, directly or indirectly whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere all or any of its branches any business of supplying health care services as proprietors, developers, operators and managers of nursing and residential care homes and hotels, convalescent homes, hospitals, medical centres, screening centres, occupational health centres, rehabilitation centre, rest homes, residential homes, hostels, clinics and any place for the treatment or relief of injury, illness, disease or infirmity or the promotion of physical and mental health and to supply staff, nurses, nursing and medical facilities, occupational health advice, domiciliary care facilities and services, consulting services and other health care services generally".
2. by deleting paragraph (J) of clause 3 of such Memorandum by substituting therefor the following new paragraph:-
 - (J) To guarantee and/or give security for the payment of money by, or the performance of contracts and obligations by, or the payment or repayment of principal, interest, dividends and premiums on, and any other monies due in respect of, securities or obligations by, the Company or by any other person or company, including any company which shall at the time be the holding company of the Company or another subsidiary of

such holding company or a subsidiary of the Company and any undertaking which shall at the time be a subsidiary undertaking of the Company or of any holding company of the Company or of any subsidiary of the Company or any holding company of the Company notwithstanding the fact that the Company may not receive any consideration or benefit from entering into any such guarantee or security.


..... Director
For and on behalf of Tamaris plc

Company No. 3215790

THE COMPANIES ACTS 1985 AND 1989

SPECIAL RESOLUTION
OF
LEELAND LIMITED

Passed on 1 August 1996

At an Extraordinary General Meeting of the Company held on 1 August 1996 the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

"THAT the Articles of Association of the Company be amended by the adoption of Articles of Association in the form initialled by the Chairman for the purpose of identification in substitution for the current Articles of Association of the Company".



.....
Director/Secretary



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

LEELAND LIMITED

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1. The Company's name is "**LEELAND LIMITED**".
 2. The Company's registered office is to be situated in England and Wales.
 3. The Company's objects are:-
 - 3.(A) (i) To carry on for profit, directly or indirectly whether by itself or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere all or any of its branches any business of supplying health care services as proprietors, developers, operators and managers of nursing and residential care homes and hotels, convalescent homes, hospitals, medical centres, screening centres, occupational health centres, rehabilitation centre, rest homes, residential homes, hostels, clinics and any place for the treatment or relief of injury, illness, disease or infirmity or the promotion of physical and mental health and to supply staff, nurses, nursing and medical facilities, occupational health advice, domiciliary care facilities and services, consulting services and other health care services generally;
 - (ii) To carry on the business of financial consultants, financiers and industrial bankers, capitalists, financial agents and advisors for commodities, goods,

wares, vehicles, apparatus, machinery and articles of every description in connection therewith or otherwise to loan and advance money to and to purchase accounts on behalf of such persons, firms or companies, concerned in any way whatever in the sale or purchase in manner aforesaid of the beforementioned articles or goods; to carry on the business of financing transactions and guaranteeing or giving security for the payment of money or the performance of any obligation or undertaking; to carry on the business of financiers, financial agents, bill discounters, company promoters, underwriters, and dealers in stock, shares, loans, annuities and other securities, estate agents, mortgage brokers and insurance agents.

- (B) To carry on such other business or trade as the Directors of the Company may from time to time consider can be conveniently or advantageously carried on by the Company in furtherance of any of its objects.
- (C) To buy, take on lease, or in exchange, hire or otherwise acquire and hold for any estate or interest whatsoever anywhere in the world any property of any nature whatsoever, whether movable or immovable, tangible or intangible, which the Company may deem necessary or convenient for the purposes of or in connection with its business and to sell, lease, license, grant rights in or over, improve, exploit, turn to account, mortgage or develop all or any part of such property or generally deal with the same in such manner and for such consideration as the Company may think fit.
- (D) To build, erect, construct, maintain, alter, renovate, enlarge, demolish, remove or replace any buildings, structures, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid or contributing to the cost thereof.
- (E) To borrow or raise money anywhere in the world and in any currency upon such terms and on such security (if any) as may be considered expedient and in particular

by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by way of mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by way of similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;

- (F) To apply for, take out, hold, use, purchase or otherwise acquire any patents, licences, franchises, concessions and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information or data whatsoever and to exercise, use, develop, exploit, grant licences in respect of or otherwise turn to account any rights, information or data so acquired.
- (G) To invest in, purchase, subscribe for or otherwise acquire and hold and deal with any investments, shares, stock, debentures, debenture stock, bonds or securities of any nature whatsoever of any other company or corporation established, constituted or carrying on business in any part of the world.
- (H) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing of the subscription of any shares, debentures, debenture stock, bonds, stock and securities of any company or corporation anywhere in the world, whether limited or unlimited, at such times and upon such terms and conditions as to remuneration or otherwise as the Company may deem expedient.
- (I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as the Company may from time to time deem expedient.

- (J) To guarantee and/or give security for the payment of money by, or the performance of contracts and obligations by, or the payment or repayment of principal, interest, dividends and premiums on, and any other monies due in respect of, securities or obligations by, the Company or by any other person or company, including any company which shall at the time be the holding company of the Company or another subsidiary of such holding company or a subsidiary of the Company and any undertaking which shall at the time be a subsidiary undertaking of the Company or of any holding company of the Company or of any subsidiary of the Company or any holding company of the Company notwithstanding the fact that the Company may not receive any consideration or benefit from entering into any such guarantee or security.
- (K) To enter into partnership or into any joint enterprise or arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is lawfully entitled to carry on or any business or transaction capable of being conducted as to the benefit the Company directly or indirectly.
- (L) To purchase, take over or otherwise acquire or undertake all or any part of the business, property, assets, liabilities and transactions or any person, firm or company carrying on or proposing to carry on any business which the Company is lawfully entitled to carry on, or which can be carried on in conjunction therewith or which is capable of being conducted so as to benefit the Company directly or indirectly.
- (M) To sell, assign, exchange, lease, dispose of, exploit, turn to account or otherwise deal with all or any part of the undertaking of the Company at such time and for such consideration as the Company may deem expedient and in particular the shares, stock or securities of any other company formed or to be formed.
- (N) To establish, promote, finance or otherwise assist with alone or in conjunction with others any other company for the purpose of acquiring all or any part of the assets,

property, rights and liabilities of the Company or for any other purpose which the Company may consider likely to benefit the Company directly or indirectly.

- (O) To pay for any rights or property purchased or otherwise acquired by the Company and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever and generally on such terms as the Company may determine and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.
- (P) To receive or accept payment in whole or in part of any property or rights sold or otherwise disposed of by the Company and for any services rendered by the Company either cash, whether or instalments or otherwise, or stock or shares, whether fully or partly paid up, of any company or corporation or any debentures or other securities of any company or corporation and generally on such terms as the Company may deem expedient and to hold or generally deal with by sale or otherwise any stock, shares, debentures or securities so received or accepted.
- (Q) To make, draw, accept endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip warrants and other negotiable instruments of any nature.
- (R) To establish, subscribe to, subsidise or otherwise aid or help in the establishment or support of any associations, institutions, clubs, funds, trusts and schemes calculated to be for the benefit of or to advance the well being or welfare of the directors, ex-directors, officers, ex-officers, employees, or ex-employees of the Company or the families, dependents or connection of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, or families, dependents or connections and to subscribe or guarantee money for any charitable, benevolent or useful object of a public nature.

- (S) To distribute among the members in specie any property or assets of the Company or any proceeds of sale or disposal of any property or assets 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 and from time to time required by law.
- (T) To give or render whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a)) of the Companies Act 1985 ("the Act") for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act subject to and in strict compliance with the provisions of Sections 155 to 158 inclusive of the Act (if and insofar as the same may be applicable).
- (U) To do, carry out or execute all or any of the foregoing objects and things in any part of the world either alone or in conjunction with others and whether or not as principals, agents, contractors, trustees, factors or otherwise and whether or not by or through agents, sub-contractors, trustees or otherwise.
- (V) To do all such other things as may be deemed incidental, ancillary or conducive to the attainment of the foregoing objects or any of them.

It is hereby expressly declared that the objects of the Company as specified in each of the foregoing sub-clauses shall be separate and distinct objects of the Company and shall not in any way be limited by reference to any other sub-clauses or the order in which the same appear. The widest interpretation shall be given to the objects contained in each sub-clause and shall not be restrictively construed and the objects contained therein shall not, save where the context expressly so requires, be in any way restricted or limited by inference from or reference to any other object or objects set forth in such sub-clause or from the terms of any other sub-clause. None of such sub-clauses or the objects mentioned therein or the powers thereby conferred shall be deemed ancillary to or subsidiary to the powers or objects mentioned in any other sub-clause.

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

For and on behalf of
C & M Registrars Limited
P O Box 55, 7 Spa Road,
London SE16 3QQ.

For and on behalf of
C & M Secretaries Limited
P O Box 55, 7 Spa Road
London SE16 3QQ.

- 1 -

Total Shares Taken

- 2 -

Dated 17 June 1996

Witness to the above signatures:-

LYNN HUGHES
P O Box 55
7 Spa Road, London SE16 3QQ

Notes:

- (1) The Company was formerly called Hosebeck Limited and changed its name to its present name by Certificate of Incorporation on Change of Name dated 24 July 1996.
- (2) Clauses 3(A)(i) and (J) of the Memorandum of Association were adopted by Special Resolution passed on 1st August, 1996.

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

(Adopted by Special Resolution passed on 1 August 1996)

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 ") so far as not excluded or modified by the following Articles shall apply to the Company and shall be deemed to be incorporated herein.
2. Regulations 8, 33, 64, 73 to 75 inclusive, 80, 94, 95 and 118 of Table A 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 32 by the deletion of paragraph (a) and the consequential re-lettering of the subsequent paragraphs and the addition to the original paragraph (b) of the words "but so that any such consolidation and/or division shall not result in any member becoming entitled to fractions of a share";

Regulation 46 by the deletion of paragraphs (a) to (d) inclusive and the substitution of the words "by the chairman or by any person present entitled to vote upon the business to be transacted;"

Regulation 54 by the addition of the words "or by proxy" between the words "vote", and "shall" and the words "fully paid" between the words "every" and "share";

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";

Regulation 67 by the deletion of the words from "but" until the end;

Regulation 72 by the addition of the words "Any committee shall have power, unless the Directors direct otherwise, to co-opt as a member or members of the committee for any specific purposes any person, or persons, not being a Director of the Company." at the end;

Regulation 76 by the deletion of the words "other than a director retiring by rotation", "or reappointed" and "or reappointment" each time they appear;

Regulation 77 by the deletion of the words "(other than a director retiring by rotation at the meeting)", "or reappointment" and "or reappointed" each time they appear;

Regulation 78 by the deletion of the words "and may also determine the rotation in which any additional directors are to retire";

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

Regulation 82 by the addition of the words "by way of Directors' fees" shall be inserted between the words "remuneration" and "as";

Regulation 84 by the addition of the words "Unless the contrary shall be provided in the terms of his appointment" at the beginning of the third sentence and deletion of the fourth sentence;

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"; and

Regulation 115 by the deletion of the number "48" and the substitution of the number "24".

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.

SHARE CAPITAL

- 3.1 The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit provided that:-
- (a) 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

- (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of incorporation of the Company 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.
- 3.2 Section 89(1) of the Act shall not apply to any allotment of shares in the Company.
- 3.3 The Company may by Special Resolution increase its share capital by new shares of such amount as the resolution prescribes.

LIEN

4. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (not being a fully paid share) registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends and other payments or distributions payable or distributable thereon or in respect thereof.

ISSUE OF SHARES

- 5.1 Except with the consent in writing of all the holders of the fully paid shares of the Company, any shares in the capital of the Company which are from time to time unissued shall, before issue, be offered by the Directors in the first instance to all holders of fully paid shares of the Company at the date of the offer. Every such offer shall be in writing, shall be in identical terms for each holder, shall state the number of the shares to be issued, the terms of issue, the aggregate number of shares in issue in the capital of the Company (differentiating between fully paid and partly or nil paid shares), the number of shares held by the holder to whom the offer is addressed (differentiating between fully paid and partly or nil paid shares) and shall be subject to the following conditions, which shall be incorporated in such offer:-
- (a) that any acceptance thereof (which may be as regards all or any of the shares offered) shall be in writing and be delivered to the office within a period of 14 days from the date of service of the said offer;
- (b) that in the event of the aggregate number of shares accepted exceeding the number of shares included in such offer, the holders accepting shall be entitled

to receive, and bound to accept, an allocation of either the number of shares accepted by them respectively or a proportionate number of the shares offered according to the proportion which the number of fully paid shares held by the accepting holder bears to the aggregate number of fully paid shares held by all the accepting holders at the date of the offer, whichever number be less; and

- (c) that any holders to whom such offer shall have been made and whose requirements shall not have been fully met by such allocation shall further be entitled to receive, and bound to accept, an allocation among them of any surplus shares in proportion, as nearly as may be, to the number of shares accepted by them respectively in excess of the number of shares to which they may respectively be entitled on the first allocation thereof as aforesaid.

The regulations regarding the service of notices contained in Table A shall apply to any offers made by the Directors in terms of this Article.

- 5.2 If any such offer shall not be accepted in full, the Directors may within three months after the date of such offer dispose of any shares comprised therein and not accepted as aforesaid to such person or persons as they may think fit but only at the same price and upon the same terms as to payment, if any, as were specified in such offer.

NUMBER OF DIRECTORS

- 6. The number of directors (other than alternate Directors) shall not be subject to any maximum or minimum. In the event of there being a sole Director the Articles shall be construed accordingly.

POWERS OF DIRECTORS

- 7. The Directors may exercise the voting power conferred by the shares in any other company 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 voting or providing for the payment of remuneration to the directors or officers of such other company.

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 which he shall make with the Company or in which he shall be 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 a conference telephone or similar 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.

SPECIAL ARTICLE

10. If a poll be demanded on any resolution to delete or amend or affect the import of the provisions of Article 6 of these Articles, then any member voting against such resolution shall have on a poll four times the number of votes of all the other members and Regulation 54 of Table A shall be modified accordingly.

INDEMNITY

11. 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:-
- (a) 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
 - (b) 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.

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

LEELAND LIMITED

(Adopted by Special Resolution passed on 1 August 1996)

PRELIMINARY

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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 32 by the deletion of paragraph (a) and the consequential re-lettering of the subsequent paragraphs and the addition to the original paragraph (b) of the words "but so that any such consolidation and/or division shall not result in any member becoming entitled to fractions of a share";

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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";

Regulation 67 by the deletion of the words from "but" until the end;

Regulation 72 by the addition of the words "Any committee shall have power, unless the Directors direct otherwise, to co-opt as a member or members of the committee for any specific purposes any person, or persons, not being a Director of the Company." at the end;

Regulation 76 by the deletion of the words "other than a director retiring by rotation", "or reappointed" and "or reappointment" each time they appear;

Regulation 77 by the deletion of the words "(other than a director retiring by rotation at the meeting)", "or reappointment" and "or reappointed" each time they appear;

Regulation 78 by the deletion of the words "and may also determine the rotation in which any additional directors are to retire";

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

Regulation 82 by the addition of the words "by way of Directors' fees" shall be inserted between the words "remuneration" and "as";

Regulation 84 by the addition of the words "Unless the contrary shall be provided in the terms of his appointment" at the beginning of the third sentence and deletion of the fourth sentence;

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SHARE CAPITAL

- 3.1 The Directors are generally and unconditionally authorised to allot relevant securities (within the meaning of section 80(2) of the Act) on such terms and at such time or times as they may in their discretion think fit provided that:-
- (a) 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

- (b) this authority shall expire, unless sooner revoked or altered by the Company in general meeting, on the expiry of the period of five years from the date of incorporation of the Company 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.
- 3.2 Section 89(1) of the Act shall not apply to any allotment of shares in the Company.
- 3.3 The Company may by Special Resolution increase its share capital by new shares of such amount as the resolution prescribes.

LIEN

- 4. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (not being a fully paid share) registered in the name of any person (whether solely or jointly with others) for all moneys owing to the Company from him or his estate either alone or jointly with any other person whether as a member or not and whether such moneys are presently payable or not. The Directors may at any time declare any share to be wholly or partly exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends and other payments or distributions payable or distributable thereon or in respect thereof.

ISSUE OF SHARES

- 5.1 Except with the consent in writing of all the holders of the fully paid shares of the Company, any shares in the capital of the Company which are from time to time unissued shall, before issue, be offered by the Directors in the first instance to all holders of fully paid shares of the Company at the date of the offer. Every such offer shall be in writing, shall be in identical terms for each holder, shall state the number of the shares to be issued, the terms of issue, the aggregate number of shares in issue in the capital of the Company (differentiating between fully paid and partly or nil paid shares), the number of shares held by the holder to whom the offer is addressed (differentiating between fully paid and partly or nil paid shares) and shall be subject to the following conditions, which shall be incorporated in such offer:-
 - (a) that any acceptance thereof (which may be as regards all or any of the shares offered) shall be in writing and be delivered to the office within a period of 14 days from the date of service of the said offer;
 - (b) that in the event of the aggregate number of shares accepted exceeding the number of shares included in such offer, the holders accepting shall be entitled

to receive, and bound to accept, an allocation of either the number of shares accepted by them respectively or a proportionate number of the shares offered according to the proportion which the number of fully paid shares held by the accepting holder bears to the aggregate number of fully paid shares held by all the accepting holders at the date of the offer, whichever number be less; and

- (c) that any holders to whom such offer shall have been made and whose requirements shall not have been fully met by such allocation shall further be entitled to receive, and bound to accept, an allocation among them of any surplus shares in proportion, as nearly as may be, to the number of shares accepted by them respectively in excess of the number of shares to which they may respectively be entitled on the first allocation thereof as aforesaid.

The regulations regarding the service of notices contained in Table A shall apply to any offers made by the Directors in terms of this Article.

- 5.2 If any such offer shall not be accepted in full, the Directors may within three months after the date of such offer dispose of any shares comprised therein and not accepted as aforesaid to such person or persons as they may think fit but only at the same price and upon the same terms as to payment, if any, as were specified in such offer.

NUMBER OF DIRECTORS

- 6. The number of directors (other than alternate Directors) shall not be subject to any maximum or minimum. In the event of there being a sole Director the Articles shall be construed accordingly.

POWERS OF DIRECTORS

- 7. The Directors may exercise the voting power conferred by the shares in any other company 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 voting or providing for the payment of remuneration to the directors or officers of such other company.

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 which he shall make with the Company or in which he shall be 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 a conference telephone or similar 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.

SPECIAL ARTICLE

10. If a poll be demanded on any resolution to delete or amend or affect the import of the provisions of Article 6 of these Articles, then any member voting against such resolution shall have on a poll four times the number of votes of all the other members and Regulation 54 of Table A shall be modified accordingly.

INDEMNITY

11. 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:-
- (a) 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
 - (b) 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.