

Company Number: 3369634

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS

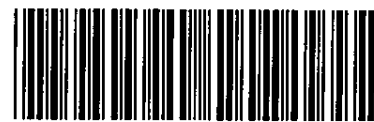
of

DECHRA PHARMACEUTICALS PLC

(the Company)

PASSED ON FRIDAY 7th NOVEMBER 2008

WEDNESDAY



A25 *A16G4RA* 86
12/11/2008
COMPANIES HOUSE

At the annual general meeting of the Company duly convened and held on Friday 7th November 2008 at Manor House Hotel, Audley Road, Alsager, Staffordshire ST7 2QQ the following resolutions were duly passed as ordinary and special resolutions as indicated below

ORDINARY RESOLUTION

- 7 That the rules of Dechra Long Term Incentive Plan 2008 ("the LTIP"), the main features of which are summarised on pages 5 to 7 of this document and the rules of which are produced to the meeting and signed by the Chairman for the purpose of identification, be and are approved and the Directors be and are authorised to
- a make such notifications to the LTIP 2008 as they may consider appropriate to take account of the requirements of best practice and for the implementation of the LTIP 2008 and to adopt the LTIP 2008 as so modified and to do all acts and things necessary or desirable to establish and carry the LTIP as modified into effect, and
- b establish further plans based on the LTIP 2008 but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall anticipation in the LTIP 2008

- 8 That the amendments to the rules of the Dechra Pharmaceuticals Approved Share Option Scheme (the "Approved Scheme"), which are explained in the letter from the Chairman to Shareholders dated 19th September 2008, and which are marked in the draft form produced to this meeting which, for the purpose of identification, is initialled by the Chairman, be and are hereby approved and the Directors be authorised to do all acts and things as they may consider appropriate to implement the amendments to the Approved Scheme
- 9 That the amendments to the rules of the Dechra Pharmaceuticals Unapproved Share Option Scheme (the "Unapproved Scheme"), which are explained in the letter from the Chairman to Shareholders dated 19th September 2008, and which are marked in the draft form produced to this meeting which, for the purposes of identification, is in initialled by the Chairman, be and are hereby approved and the Directors be authorised to do all the acts and things as they may consider appropriate to implement the amendments to the Unapproved Scheme
- 10 That, in substitution for all existing authorities under that section to the extent unused, the Directors be and are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ("Act") to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities within the meaning of section 80 of the Act up to an aggregate nominal amount of £233,675 (being approximately one-third of the current issued capital) provided that (unless previously renewed, varied or revoked by the Company in a general meeting) this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may make an offer or agreement before the expiry of this authority which would or might require the relevant securities to be allotted after such expiry of this authority and the Directors may allot relevant securities in pursuance of that offer or agreement as if the authority conferred by this resolution had not expired

SPECIAL RESOLUTIONS

- 11 That, in substitution for all existing authorities and subject to the passing of resolution 10 above, the Directors be generally empowered pursuant to section 95 of the Act to allot equity securities for cash (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 10 above as if section 89(1) of the Act did not apply to any such allotment This power

11 1 shall (unless previously revoked, varied, or renewed) expire on the date of the next annual general meeting of the Company after the passing of this resolution or 15 months after the passing of this resolution (whichever is the earlier) save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted for cash after such expiry of this authority and the Directors may allot equity securities for cash in pursuance of that offer or agreement as if the power conferred by this resolution had not expired, and

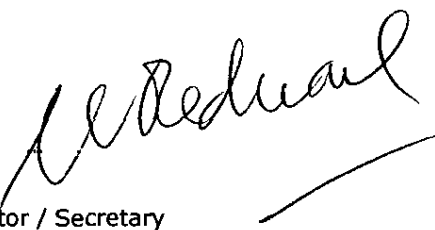
11 2 is limited to

11 2 1 allotments of equity securities in connection with a rights issue or other issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of or the requirements of any recognised regulatory body or any stock exchange in any country or territory, and

11 2 2 allotments of equity securities for cash (otherwise than pursuant to paragraph 8 2 1) up to an aggregate nominal amount of £32,620

12 That, in accordance with Article 41 of the Articles of Association of the Company and part V of the Act, the Company be and is hereby granted general and unconditional authority (pursuant to section 166 of the Act) to make market purchases (as defined in section 163(3) of the Act) on the London Stock Exchange plc of any of its own ordinary shares of £0.01 each on such terms and in such manner as the Board of Directors of the Company may from time to time determine provided that

- 12 1 the maximum number of ordinary shares authorised to be purchased is 6,524,191 (representing 10% of the Company's issued ordinary share capital),
- 12 2 the maximum price which may be paid for a share is an amount equal to not more than 105 per cent of the average middle market quotations for the shares taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the purchase is made exclusive of advance corporation tax (if any) and attributable expenses paid by the Company,
- 12 3 the minimum price which may be paid for a share is £0 01 exclusive of advance corporation tax (if any) and attributable expenses payable by the Company, and
- 12 4 unless previously revoked varied or renewed, the authority conferred by this resolution shall expire on the conclusion of the next annual general meeting of the Company held after passing of this resolution, or 15 months from the date of passing this resolution (whichever is the earlier), except that the Company may, before such expiry, enter into a contract for the purchase of its own shares which may be completed by or executed wholly or partly after the expiration of this authority as if the authority conferred by this resolution had not expired
- 13 That with effect from 7th November 2008, the draft regulations produced to the meeting and for the purposes of identification signed by Chairman of the meeting be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association



Director / Secretary

Company no 3369634

THE COMPANIES ACTS 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES

**NEW ARTICLES OF
ASSOCIATION
of
DECHRA
PHARMACEUTICALS PLC**

Incorporated on 13 May 1997

As adopted by special resolution passed on
7th November 2008

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Company no 33696334

THE COMPANIES ACTS 1985 AND 1989
PUBLIC COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

of

DECHRA PHARMACEUTICALS PLC

Adopted by special resolution

passed on 7th November 2008

PRELIMINARY

1 REGULATIONS NOT TO APPLY

No regulations set out in any schedule to, or contained in any order, regulation or other subordinate legislation made under, any statute concerning companies shall apply as regulations or articles of the Company

2 INTERPRETATION

2.1 In these articles, unless the context requires otherwise

"Act" means the Companies Act 1985 as amended by the Companies Act 1989 and every statutory modification or re-enactment thereof for the time being in force,

"Acts" means the Companies Acts 1985 and 1989 and every statute (including orders, regulations or other subordinate legislation made under those Acts) for the time being in force concerning companies so far as they apply to the Company,

"articles" means these articles of association or such other articles of association of the Company for the time being in force,

"auditors" means the auditors for the time being of the Company,

"board" means the board of directors from time to time of the Company or the directors present or deemed to be present at a duly convened meeting of the directors or any duly authorised committee thereof at which a quorum is present,

"cash memorandum account" means an account so designated by the operator of the relevant system concerned,

"clear days" in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

"Company" means this company;

"company" includes any body corporate (not being a corporation sole) or association of persons, whether or not a company within the meaning of the Acts other than this Company,

"director" means a director for the time being of the Company;

"dividend" includes bonus and any other distribution whether in cash or in specie,

"executed" in relation to a document includes reference to its being executed under hand or under seal or by any other method permitted by law,

"FSA" means the Financial Services Authority acting in its capacity as the competent authority for the purposes of the Financial Services Act 1986 and in the exercise of its functions in respect of the admission to the Official List otherwise than in accordance with Part IV of the Financial Services Act 1986 including where the context permits, any committee, employee, officer or servant to whom any function may properly be delegated,

"holder" means, in relation to any share, the member whose name is entered in the register as the holder of that share and includes two or more joint holders of that share,

"London Stock Exchange" means the London Stock Exchange plc,

"member" means a member of the Company,

"office" means the registered office for the time being of the Company,

"paid up" means paid up or credited as paid up,

"recognised person" means a recognised clearing house or a nominee of a recognised clearing house or of a recognised investment exchange as designated in section 185(4) of the Act,

"register" means the register of members to be kept pursuant to the Act,

"Regulations" means the Uncertificated Securities Regulations 1995 (SI 1995 no 3272) and includes any modification of them or any regulations in substitution for them made under section 207 of the Companies Act 1989 and for the time being in force,

"seal" means the common seal of the Company or any official or securities seal that the Company may have or may be permitted to have under the Acts,

"secretary" means the secretary for the time being of the Company and includes any assistant or deputy secretary and any person appointed by the board to perform the duties of the secretary,

"written" and "in writing" include printing, lithography and other methods of representing or reproducing words in a legible form

- 2 2 Unless the context requires otherwise and subject to article 2 3, words and expressions contained in these articles and not defined above shall have the same meaning as in the Acts but excluding any statutory modification of that meaning not in force when these articles become binding on the Company
- 2 3 Unless the context requires otherwise, words and phrases used in the Regulations have the same meaning when used in these articles
- 2 4 Reference in these articles to a share being in uncertificated form is a reference to that share being an uncertificated unit of a security
- 2 5 Words importing the singular number only include the plural number and vice versa
- 2 6 Words importing one gender only include the other genders
- 2 7 Words importing persons include corporations

- 2 8 Where, for any purpose, an ordinary resolution of the Company is required, a special or extraordinary resolution shall also be effective for that purpose, and where, for any purpose, an extraordinary resolution is required, a special resolution shall also be effective for that purpose

3 **SHARES**

The authorised share capital of the Company at the date of adoption of these articles is £750,000 divided into 75,000,000 ordinary shares of one pence each.

4 **ALLOTMENT**

Subject to the provisions of the Acts and these articles, the board shall have unconditional authority to allot (with or without conferring rights of renunciation), grant options over, offer or otherwise deal with or dispose of any unissued shares of the Company (whether forming part of the original or any increased capital) or rights to subscribe for or convert any security into shares of the Company to such persons (including directors) at such times and generally on such terms and conditions as the board may decide but so that no share shall be issued at a discount and save as permitted by the Acts shall not be allotted except as paid up at least as to one-quarter of their nominal value and the whole of any premium thereon.

5 **AUTHORITY TO ALLOT SHARES AND POWER TO DISAPPLY STATUTORY PRE-EMPTION RIGHTS**

- 5 1 The board shall be generally and unconditionally authorised, pursuant to and in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities for each prescribed period up to an aggregate nominal amount equal to the section 80 amount

- 5 2 During each prescribed period, the board shall be empowered to allot equity securities wholly for cash pursuant to and within the terms of the said authority

5 2 1 in connection with a rights issue, and

5 2 2 otherwise than in connection with a rights issue up to an aggregate nominal amount equal to the section 89 amount as if section 89(1) of the Act did not apply to any such allotment.

- 5 3 Pursuant to such authority and/or power, the board may, during such period, make offers or agreements which would or might require the allotment of securities after the expiry of such period
- 5 4 For the purposes of this article 5
- 5 4 1 "rights issue" means an offer of equity securities open for acceptance for a period fixed by the board to holders of equity securities on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached to them (but subject to such exclusions or other arrangements as the board may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any country or territory),
- 5 4 2 "prescribed period" means any period
- 5 4 2 1 for which the authority conferred by article 5 1 is granted or renewed (not exceeding 60 months on any occasion) by an ordinary resolution or special resolution (as the case may be) stating the section 80 amount for such period, and/or
- 5 4 2 2 for which the power conferred by article 5 2 is granted or renewed by special resolution stating the section 89 amount for such period,
- 5 4 3 the "section 80 amount" shall be stated in the relevant ordinary resolution or special resolution (as the case may be) or any increased amount fixed by ordinary resolution,
- 5 4 4 the "section 89 amount" shall, for any prescribed period, be that stated in the relevant special resolution, and
- 5 4 5 the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or to convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights

6 REDEEMABLE SHARES

Subject to the provisions of the Acts and to any rights attached to any existing shares, any shares in the capital of the Company may be issued on terms that they are to be redeemed or, at the option of the Company or the holder, are liable to be redeemed

7 POWER TO ATTACH RIGHTS

Subject to the provisions of the Acts and to any rights attached to any existing shares, any new shares in the capital of the Company may be allotted or issued with or have attached to them such rights or restrictions as the Company may from time to time by ordinary resolution determine, or, if no such determination is made, as the board shall determine. The Company shall, if required in accordance with the Acts, deliver to the Registrar of Companies a statement in the prescribed form containing particulars of the rights

8 VARIATION OF RIGHTS

8.1 Subject to the provisions of the Acts, all or any of the rights or privileges attached to any class of shares in the Company may be varied or abrogated in such manner (if any) as may be provided by such rights, or, in the absence of any such provision, either with the consent in writing of the holders of at least three-fourths of the nominal amount of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the issued shares of that class validly held in accordance with the provisions of these articles, but not otherwise

8.2 The rights attached to any class of shares shall not, unless otherwise expressly provided in the rights attaching to such shares, be deemed to be varied or abrogated by the creation or issue of shares ranking *pari passu* with or subsequent to them or by the purchase or redemption by the Company of any of its own shares

9 COMMISSION

The Company may, in connection with the issue of any shares, exercise all powers conferred or permitted by the Acts of paying commissions or brokerages. Subject to the provisions of the Acts, such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or the grant of an option to call for an allotment of shares or by any combination of such methods. The Company may also on any issue of shares pay such brokerage as may be lawful

10 TRUSTS NOT RECOGNISED

Unless ordered by a court of competent jurisdiction or required by law, the Company shall not recognise any person as holding any share upon any trust and shall not be bound by or otherwise compelled to recognise (even if it has notice of it) any equitable, contingent, future, partial or other claim to or interest in any share other than an absolute right in the person whose name appears on the register to the whole of the share

11 RENUNCIATION

Subject to the provisions of the Acts and these articles, the board may, at any time after the allotment of shares but before any person has been entered in the register as the holder, recognise a renunciation of those shares by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation on and subject to such terms and conditions as the board considers fit to impose

SHARE CERTIFICATES

12 RIGHT TO CERTIFICATES

- 12.1 Subject to these articles, every person, upon becoming the holder of any shares, shall be entitled, within whichever is the earlier of (a) the time required by the listing rules of the Financial Services Authority ("FSA") or (b) two months after allotment or lodgement of a transfer as the case may be (unless the terms of issue of the shares provide otherwise), and without charge, to one certificate for all the shares of any class registered in his name or, in the case of shares of more than one class being registered in his name, to a separate certificate for each class of shares so registered
- 12.2 Where a member transfers part of his shares comprised in a certificate, he shall be entitled to one certificate for the balance of shares retained by him without charge
- 12.3 The Company shall not be bound to issue more than one certificate in respect of shares held jointly by two or more persons and delivery of a certificate to any one joint holder shall be sufficient delivery to all joint holders
- 12.4 Every certificate of shares shall specify the number and class and the distinguishing numbers (if any) of the shares to which it relates and the amount paid up on them and shall be issued under the seal, or bearing an imprint or representation of the seal or

such other form of authentication as the board may determine, or in such other manner having the same effect as if issued under the seal as the board may approve

13 REPLACEMENT CERTIFICATES

The board may cancel any certificate which is worn out, defaced, lost or destroyed and issue a replacement certificate on such terms (if any) as to provision of evidence and indemnity (with or without security) and to payment of any exceptional out-of-pocket expenses incurred by the Company as the board may decide, and upon delivery up of the original certificate (where it is worn out or defaced)

UNCERTIFICATED SHARES

14 UNCERTIFICATED SHARES

14 1 The directors shall have power to implement such arrangements as they may, in their absolute discretion, think fit in order for any class of shares to be a participating security (subject always to the Regulations and the facilities and requirements of the relevant system concerned) Where they do so, articles 14 2 to 14 4 (inclusive) shall commence to have effect immediately prior to the time at which the Operator of the relevant system concerned permits the class of shares concerned to be a participating security

14 2 In relation to any class of shares which is, for the time being, a participating security, and for so long as such class remains a participating security, no provision of these articles shall apply or have effect to the extent that it is in any respect inconsistent with

14 2 1 the holding of shares of that class in uncertificated form, or

14 2 2 the Regulations

14 3 Without prejudice to the generality of article 14 2 and notwithstanding anything contained in these articles, where any class of shares is, for the time being, a participating security (such class being referred to hereinafter as the "Relevant Class")

14 3 1 the register relating to the Relevant Class shall be maintained at all times in the United Kingdom,

- 14 3 2 shares of the Relevant Class may be issued in uncertificated form in accordance with and subject as provided in the Regulations,
- 14 3 3 unless the directors otherwise determine, shares of the Relevant Class held by the same holder or joint holder in certificated form and uncertificated form shall be treated as separate holdings,
- 14 3 4 shares of the Relevant Class may be changed from uncertificated to certificated form, and from certificated to uncertificated form, in accordance with and subject as provided in the Regulations,
- 14 3 5 title to shares of the Relevant Class which are recorded on the register as being held in uncertificated form may be transferred by means of the relevant system concerned and accordingly (and in particular) articles 31 and 32 shall not apply in respect of such shares to the extent that those articles require or contemplate the effecting of a transfer by an instrument in writing and the production of a certificate for the share to be transferred,
- 14 3 6 the Company shall comply with the provisions of regulations 21 and 22 in relation to the Relevant Class and article 34 in particular shall be read as subject to regulation 22,
- 14 3 7 the provisions of these articles with respect to meetings of or including holders of the Relevant Class, including notices of such meetings, shall have effect subject to the provisions of regulation 34,
- 14 3 8 the provisions of these articles and in particular article 12 shall not apply so as to require the Company to issue, produce or deliver (howsoever expressed) a certificate to any person holding shares of the Relevant Class in uncertificated form,
- 14 3 9 the provisions of these articles whereby a person entitled by transmission to a share in the capital of the Company may elect that he or any other person be registered as the holder of it shall not apply to an uncertificated share (registration only being permitted on receipt by the Company of a properly authenticated dematerialised instruction),
- 14 3 10 the provisions of these articles with respect to the payment of dividends or other monies payable in respect of a share in the capital of the Company

shall, in relation to an uncertificated share, be subject to any properly authenticated dematerialised instruction received by the Company,

14 3 11 in relation to shares of the Relevant Class which are recorded on the register as being held in uncertificated form, any provision of these articles enabling a person to be appointed to execute an instrument of transfer shall have the effect of enabling that person to be appointed to authorise the giving of a relevant properly authenticated dematerialised instruction (not being inconsistent with the provision in question) as may be requisite for the disposal of the share in accordance with the terms of his appointment,

14 3 12 where the Company has a lien over shares, to give effect to any sale permitted under the articles in the case of a share in uncertificated form, the directors may take such other steps (including the giving of directions to or on behalf of the holder who shall be bound by them) as they think fit to effect the transfer,

14 3 13 where the directors have the power to transfer a forfeited share to any person in the case of a share in uncertificated form, the directors may take such other steps (including the giving of directions to or on behalf of the holder who shall be bound by them) as they think fit to effect the transfer,

14 3 14 the directors may refuse to register a transfer of a share in uncertificated form in any case where the Company is entitled to refuse (or is excepted from the requirements) under the Regulations to register the transfer, and they may refuse to register any such transfer in favour of more than four transferees,

14 3 15 where the directors have a power to sell fractions of shares and distribute the net profits in proportion among members, the directors may, in the case of shares in uncertificated form, take such other steps (including the giving of directions to or on behalf of the holder who shall be bound by them) as they think fit in relation to such fractions of shares,

14 3 16 where the directors have a power to refuse to register the transfer of a share, they shall, within two months in the case of a share in uncertificated form from the date on which the operator instruction was received by the Company, send to the transferee the necessary notice of refusal, and

14.3.17 where the directors have a power to give effect to the sale of any share pursuant to provisions regarding untraced members in the case of uncertificated shares, the directors may take such other steps (including the giving of directions to or on behalf of the holder who shall be bound by them) as they think fit to effect the transfer

14.4 If there is any conflict or inconsistency between this article 14 and any other article, the provisions of this article 14 shall prevail

LIEN

15 COMPANY'S LIEN ON SHARES NOT FULLY PAID

15.1 The Company shall have a first and paramount lien on every share (not being a fully paid share) for any amount payable in respect of such share, whether the due date for payment shall have arrived or not, and such lien shall apply to all dividends from time to time declared or other monies payable in respect of such share

15.2 The board may at any time either generally or in any particular case waive any lien that has arisen or declare any share to be wholly or partly exempt from the provisions of this article 15. Unless otherwise agreed with the transferee, the registration of a transfer of a share shall operate as a waiver of the Company's lien, if any, on such share

16 ENFORCEMENT OF LIEN BY SALE

16.1 For the purpose of enforcing the Company's lien, the Company may sell, in such manner as the board may determine, any share subject to it, provided that the due date for payment has arrived and payment is not made within 14 clear days after the service of a notice (stating, and demanding payment of, the sum presently payable and giving notice of the intention to sell in default of such payment) on the member concerned (or to any person entitled to the share by transmission)

16.2 To give effect to such sale, the board may authorise any person to execute an instrument of transfer of any share sold in the name and on behalf of the holder of, or the person, if any, entitled by transmission to, the share in favour of the purchaser or his nominee. The purchaser or, as the case may be, the assignee shall not be bound to see to the application of the purchase or subscription money, and the title to the share shall not be affected by any irregularity in or invalidity of the proceedings relating to

the sale, and after his name has been entered in the register in respect of such shares the validity of the transfer or allotment shall not be impeached by any person and the remedy of any person aggrieved by the transfer or allotment shall be in damages only and against the Company exclusively

17 APPLICATION OF PROCEEDS OF SALE

The net proceeds of the sale, after payment of the costs of the sale, shall be applied by the Company in or towards satisfaction of the amount in respect of which the lien exists so far as the same is presently payable. Any residue shall (on surrender to the Company for cancellation of the certificate for the shares sold, or the provision of such indemnity (with or without security) as to any lost or destroyed certificate as the board may decide, and subject to a like lien for sums not presently payable as existed on the shares before the sale) be paid to the member or any person entitled by transmission to the shares immediately before the sale

CALLS ON SHARES

18 CALLS

Subject to the terms of allotment of shares, the board may make calls on the members in respect of any monies unpaid on the shares or any class of shares held by them (whether in respect of nominal value or any premium) and not payable on a date fixed in accordance with the terms of issue. Each member shall (subject to receiving at least 14 clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. At any time before receipt by the Company of any sum due under a call, the call may be revoked or payment postponed in whole or in part as the board may determine. A call shall be deemed to have been made at the time when the resolution of the board authorising such call was passed. A person on whom a call is made shall remain liable even though the shares in respect of which the call was made are subsequently transferred. The joint holders of a share shall be jointly and severally liable for payment of all calls in respect of such share

19 POWER TO MAKE DIFFERENT ARRANGEMENTS

Subject to the terms of allotment, on the allotment or issue of shares, the board may make different arrangements, as between the allottees or holders of such shares, in the amount and the time of payment of calls

20 INTEREST ON CALLS

If the sum payable in respect of any call is not paid on or before the day appointed for payment, the person from whom it is due and payable shall pay interest on the unpaid amount

at such rate as may be fixed at the time of allotment of the share or, if no rate is fixed, at such rate (not exceeding, without the sanction of the Company given by ordinary resolution, 20 per cent per annum) as the board may decide from and including the day appointed for payment until but excluding the day of actual payment and all costs, charges and expenses incurred by the Company by reason of such non-payment. The board may waive payment of the interest, costs, charges and expenses in whole or in part.

21 PAYMENT IN ADVANCE

The board may, if it thinks fit, receive from any member willing to advance the same all or any part of the monies uncalled and unpaid on the shares held by him and such payment in advance of calls shall extinguish pro tanto the liability on the shares in respect of which it is made. The Company may pay interest on the money paid in advance, or on so much of it as from time to time exceeds the amount of the calls then made on the shares in respect of which the advance has been made, at such rate (not exceeding, without the sanction of the Company given by ordinary resolution, 20 per cent per annum) as the board may decide but no part of such monies shall be included or taken into account in ascertaining the amount of any dividend payable upon the shares in respect of which such advance has been made.

22. SUMS DUE ON ALLOTMENT TREATED AS CALLS

Any sum which becomes payable in respect of a share on allotment or at any date fixed pursuant to the terms of allotment, whether in respect of the nominal value of the share or by way of premium or as an instalment of a call, shall be deemed to be a call and, in case of non-payment, all the provisions of these articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become due and payable by virtue of a call.

FORFEITURE

23 NOTICE IF CALL NOT PAID

If a call remains unpaid after it has become due and payable, the board may at any time give notice to such member, or to any person entitled to the shares by transmission, demanding payment, on a date not less than 14 clear days from the date of the notice, of the amount of

the call outstanding and any interest that may have accrued on that amount and all costs, charges and expenses incurred by the Company by reason of such non-payment. The notice shall state the place where payment is to be made and shall state that, if the notice is not complied with, the shares in respect of which the call was made will be liable to be forfeited.

24 FORFEITURE FOR NON-COMPLIANCE

If the notice referred to in the previous article is not complied with, any share in respect of which it was given may, at any time before the payment required by the notice has been made, be forfeited by a resolution of the board to that effect. Such forfeiture shall be deemed to occur at the time of the passing of the said resolution and shall include all dividends declared or other monies payable in respect of the forfeited shares and not paid before the forfeiture.

25 NOTICE AFTER FORFEITURE

When any share has been forfeited, notice of the forfeiture shall be served on the person who was, before forfeiture, the holder of the share or the person entitled by transmission to the share but no forfeiture shall be invalidated by any omission to give such notice. An entry of the fact and date of forfeiture shall be made in the register.

26 DISPOSAL OF FORFEITED SHARES

26.1 Until cancelled in accordance with the provisions of the Act, a forfeited share, together with all rights attaching to it, shall be deemed to be the property of the Company and may be sold, re-allotted or otherwise disposed of either to the person who was, before the forfeiture, the holder or to any other person, on such terms and in such manner as the board may determine including but without limitation to the generality of the foregoing with or without any past or accruing dividends and, in the case of reallocation, with or without any money paid thereon by the former holder credited as paid up thereon. Where, for the purposes of its disposal, a forfeited share is to be transferred to any person, the board may authorise some person to execute a transfer of the share to the transferee. The Company may receive the consideration (if any) given for the share on its disposal and may register the transferee as the holder of the share.

26 2 The board may, at any time before any share so forfeited has been cancelled, sold, re-allotted or otherwise disposed of, annul the forfeiture on such conditions as it thinks fit

26 3 A statutory declaration by a director or the secretary of the Company that a share has been forfeited on the date stated in the declaration shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share. The declaration shall (subject if necessary to the execution of an instrument of transfer) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings relating to the forfeiture or disposal of the share, and after his name has been entered in the register in respect of such shares the validity of the transfer or allotment shall not be impeached by any person and the remedy of any person aggrieved by the transfer or allotment shall be in damages only and against the Company exclusively

27 LIABILITIES AND CLAIMS ON FORFEITURE

27 1 Any person whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares, but shall remain liable to pay, and shall immediately pay, to the Company, all calls, interest, costs, charges and expenses owing on or in respect of such shares at the time of forfeiture, together with interest on those amounts, from the time of forfeiture until payment, at such rate as may be fixed at the time of allotment of the shares or, if no rate is so fixed, at such rate (not exceeding, without the sanction of the Company given by ordinary resolution, 20 per cent per annum) as the board may decide, and the board may, if it thinks fit, enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal

27 2 The forfeiture of a share shall involve the extinction at the time of forfeiture of all interest in and all claims and demands against the Company in respect of the share and all other rights and liabilities incidental to the share as between the member whose share is forfeited and the Company, other than those rights and liabilities expressly saved by these articles or imposed (in the case of past members) by the Acts

28 SURRENDER

The board may accept the surrender of any share liable to be forfeited and, in such case, references in these articles to forfeiture shall include surrender

UNTRACED SHAREHOLDERS

29 POWER OF SALE

29 1 The Company shall be entitled to sell any share of a member, or any share to which a person is entitled by transmission, at the best price reasonably obtainable, provided that

29 1 1 for a period of not less than 12 years, during which at least three cash dividends (whether interim or final) shall have been paid to members of the class to which the shares concerned belong, no cheque, order or warrant sent by the Company through the post in a pre-paid envelope addressed to the member, or to the person entitled by transmission to the share, at his address on the register or other last known address given by such member or person to which cheques, orders and warrants in respect of such share are to be sent has been cashed or all funds paid by any bank or other funds transfer system to such member or person in accordance with article 133 1 have been returned to the Company and no communication has been received by the Company from such member or person (in his capacity as member or person entitled by transmission),

29 1 2 at the expiration of such period of 12 years, the Company has given notice of its intention to sell such share by advertisement in both a national newspaper and in a newspaper circulating in the area of the address referred to in article 29 1 1 above or the address at which services of notices may be effected in the manner authorised by these articles is located,

29 1 3 the Company has not, during the further period of three months following such advertisements, received any communication in respect of such share from the member or person entitled by transmission, and

29 1 4 if the shares are listed or traded on the London Stock Exchange the Company has first given notice to the FSA of its intention to sell such share

- 29 2 If, during the period of not less than 12 years referred to in article 29 1 or during any period ending on the date when all the requirements of articles 29 1 1 to 29 1 4 inclusive have been satisfied, any additional shares have been issued by way of a rights issue in respect of those shares held at the beginning of, or previously so issued during, such periods, and all the requirements of articles 29 1 2 to 29 1 4 inclusive have been satisfied in regard to such additional shares, the Company shall also be entitled to sell the additional shares
- 29 3 To give effect to any such sale, the board may appoint any person to execute as transferor an instrument of transfer of such share Such instrument of transfer shall be as effective as if it had been executed by the registered holder of or person entitled by transmission to such share The purchaser shall not be bound to see to the application of the purchase money and the title of the transferee shall not be affected by any irregularity or invalidity in the proceedings in reference to the sale
- 29 4 A statutory declaration by a director or the secretary that a share has been sold on the date stated in the declaration shall be conclusive evidence of the facts stated in the declaration *as against all persons claiming to be entitled to the share*

30 APPLICATION OF PROCEEDS OF SALE

The Company shall account to the member or other person entitled to such share for the net proceeds of such sale by carrying all monies in respect of that sale to a separate account. The Company shall be deemed to be a debtor and not a trustee in respect of that money for such member or other person. Monies carried to such separate account may either be employed in the business of the Company or invested in such investments as the board may from time to time think fit No interest shall be payable in respect of such monies and the Company shall not be required to account for any money earned on them.

TRANSFER OF SHARES

31 FORM OF TRANSFER

Subject to the provisions of these articles, a member may transfer all or any of his shares by instrument of transfer in writing in any usual form or in any form approved by the board, and such instrument shall be executed by or on behalf of the transferor and (in the case of a transfer of a share which is not fully paid up) by or on behalf of the transferee The transferor

shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect of it.

32. RIGHT TO REFUSE REGISTRATION

32.1 Subject to the provisions of these articles and the requirements of the FSA and (where appropriate) the Regulations, the board may, in its absolute discretion and without giving any reason, refuse to register any share transfer or renunciation of a renounceable letter of allotment unless

32.1.1 it is in respect of a share which is fully paid up,

32.1.2 it is in respect of only one class of shares,

32.1.3 it is in favour of a single transferee or not more than four joint transferees,

32.1.4 the transferee is not a child, bankrupt or person of unsound mind,

32.1.5 it is duly stamped (if so required), and

32.1.6 it is delivered for registration to the office or such other place as the board may from time to time determine, accompanied (except in the case of a transfer by a recognised person where a certificate has not been issued) by the certificate for the shares to which it relates and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer,

provided always that the directors shall at all times when considering an instrument of transfer in respect of partly paid shares have regard to the requirements of the FSA so as to ensure that the Company does not prevent dealings in its shares on an open and proper basis

32.2 If the board refuses to register a transfer of a share, it shall, within two months after the date on which the transfer was lodged with the Company, send notice of the refusal to the transferee. Any instrument of transfer which the board refuses to register shall (except in the case of suspected fraud) be returned to the person depositing it. All instruments of transfer which are registered shall, subject to the provisions of these articles, be retained by the Company

33 FEES ON REGISTRATION

No fee shall be charged by the Company for the registration of any transfer or other document relating to or affecting the title to any share or the right to transfer it or for making any other entry in the register

34 SUSPENSION OF REGISTRATION AND CLOSING OF REGISTER

Subject to the provisions of the Regulations, the registration of transfers of shares may be suspended at such times and for such periods (not exceeding 30 days in any year) as the board may from time to time determine

TRANSMISSION OF SHARES

35 ON DEATH

35 1 The personal representatives of a deceased member shall be the only persons recognised by the Company as having any title to shares held by him alone or to which he alone is entitled but in the case of shares held by more than one person, only the survivor or survivors shall be recognised by the Company as being entitled to such shares

35 2 Nothing in these articles shall release the estate of a deceased member from any liability in respect of any share which had been held by him solely or jointly with another person

36. ELECTION OF PERSON ENTITLED BY TRANSMISSION

36 1 Any person becoming entitled to a share in consequence of the death or bankruptcy of any member or of any other event giving rise to a transmission of such entitlement by operation of law may, on producing such evidence as the board may properly require, elect either to be registered as a member or to have some person nominated by him registered as a member

36 2 If he elects to be registered himself, he shall give notice to the Company to that effect. If he elects to have some other person registered, he shall execute a transfer of the share to that person. The provisions of these articles relating to the transfer of shares (including the right of the board to decline or suspend registration) shall apply to such notice or instrument of transfer (as the case may be) as if it were an instrument of

transfer executed by the member and his death, bankruptcy or other event giving rise to a transmission of such entitlement by operation of law had not occurred

- 36 3 The board may at any time give notice requiring any such person to elect either to register himself or to transfer the share and, if such notice is not complied with within 60 days, the board may, after that time, withhold payment of all dividends and other monies payable in respect of such share until the requirements of the notice have been complied with.

37 RIGHTS ON TRANSMISSION

Where a person becomes entitled to a share in consequence of the death or bankruptcy of a member, or of any other event giving rise to a transmission of such entitlement by operation of law, the rights of the holder in relation to that share shall cease but the person so entitled may give a good discharge for any dividends and other monies payable in respect of it and shall, subject to the provisions of these articles, have the same rights to which he would be entitled if he were the holder of the share, except that he shall not, before he is registered as the holder of the share, be entitled in respect of it to receive notice of or exercise any rights conferred by membership in relation to meetings of the Company or any separate meeting of the holders of any class of shares in the Company

ALTERATION OF SHARE CAPITAL

38 INCREASE, CONSOLIDATION, SUB-DIVISION, CANCELLATION AND CONVERSION

- 38 1 Subject to the provisions of the Acts, the Company may, by ordinary resolution
- 38 1 1 increase its share capital by such sum to be divided into shares of such amount as the resolution prescribes,
 - 38 1 2 consolidate and/or divide all or any of its share capital into shares of a larger amount than its existing shares,
 - 38 1 3 sub-divide its shares, or any of them, into shares of a smaller amount and may by such resolution determine that, as between the shares resulting from such sub-division, any of them may have any preference or other advantage or deferred or qualified rights or be subject to any restriction as compared with the others,

38 1 4 cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled, and

38 1 5 convert all or any of its paid up shares into stock, and re-convert that stock into paid up shares of any denomination

38 2 Subject to any special rights or restrictions attached to them by their terms of issue, all new shares shall be subject to the provisions of these articles with reference to allotment, payment of calls, forfeiture, lien, transfer, transmission and otherwise

39 FRACTIONS

Subject to any direction by the Company in general meeting, whenever, as the result of any consolidation and division or sub-division of shares, any members of the Company would become entitled to fractions of shares, the board may

39 1 deal with such fractions as it shall determine and in particular may arrange for the sale of the shares representing the fractions to any person (including, subject to the provisions of the Acts, the Company) for the best price reasonably obtainable and distribute the net proceeds of the sale in due proportions amongst those members (except that any amount otherwise due to a member, being less than £3 or such other sum as the board may from time to time determine, may be retained for the benefit of the Company) For this purpose, the board may authorise some person to execute a transfer of the shares sold to the purchaser of them or to any other person nominated by the purchaser and may cause the name of the purchaser or his nominee to be entered in the register as the holder of the shares comprised in any such transfer The purchaser shall not be bound to see to the application of the purchase money nor will the title of the transferee to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale, or

39 2 subject to the provisions of the Acts, if the necessary unissued shares are available, issue to each such holder credited as fully paid up by way of capitalisation the minimum number of shares required to round up his holding to a whole number (such issue being deemed to have been effected immediately before consolidation) and the amount required to pay up such shares shall be appropriated at its discretion from any sums standing to the credit of any of the Company's reserve accounts (including share

premium account and capital redemption reserve fund) or to the credit of profit and loss account and capitalised by applying the same in paying up such shares

40 REDUCTION OF CAPITAL

Subject to the provisions of the Acts, the Company may by special resolution reduce its authorised and issued share capital, any capital redemption reserve and any share premium account in any way

41 PURCHASE OF OWN SHARES

Subject to the provisions of the Acts, the Company may purchase all or any of its shares of any class (including any redeemable shares) in any way provided that if, at the relevant date proposed for approval of the proposed purchase, there shall be in issue any shares which are listed on the London Stock Exchange and are of a class entitling the holders to convert into equity share capital of the Company, then no such purchase shall take place unless it has been sanctioned by an extraordinary resolution passed at a separate meeting (or meetings if there is more than one class) of the holders of any such class of convertible shares

Neither the Company nor the directors shall be required to select the shares to be purchased rateably or in any other particular manner as between the holders of shares of the same class or in accordance with the rights as to dividends or capital conferred by any class of shares

42 FINANCIAL ASSISTANCE

The Company shall not give any financial assistance for the acquisition of shares in the Company except and in so far as permitted by the Acts

GENERAL MEETINGS

43 GENERAL MEETINGS

The Company shall hold annual general meetings, which shall be convened by the board, in accordance with the Acts. All general meetings of the Company other than annual general meetings shall be called extraordinary general meetings

44 CONVENING OF EXTRAORDINARY GENERAL MEETINGS

The board may convene an extraordinary general meeting of the Company whenever it thinks fit and must do so immediately on receipt of a requisition from members in accordance with

the Acts, and, in default, such meeting may be convened by requisitionists, as provided in the Acts. At any meeting convened on any such requisition or by such requisitionists, no business shall be transacted except that stated by the requisition or proposed by the board. If at any time there are not sufficient directors within the United Kingdom capable of acting to form a quorum, the directors in the United Kingdom capable of acting may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the directors.

45 LENGTH AND FORM OF NOTICE

45 1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by not less than 20 working days' notice. All other extraordinary general meetings of the Company shall be called by not less than 14 clear days' notice.

45 2 Subject to the provisions of the Acts, a general meeting may be called by shorter notice if it is so agreed:

45 2 1 in the case of an annual general meeting, by all the members entitled to attend and vote at the meeting, and

45 2 2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

45 3 The notice shall specify:

45 3 1 whether the meeting is an annual general meeting or an extraordinary general meeting,

45 3 2 the place, the day and the time of the meeting,

45 3 3 in the case of special business, the general nature of that business,

45 3 4 if the meeting is convened to consider a special or extraordinary resolution, the intention to propose the resolution as such, and

45 3 5 with reasonable prominence, that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him and that a proxy need not also be a member

45 4 A separate resolution shall be proposed for each substantially separate proposal relating to a different subject matter

45 5 Notice of every general meeting shall be given to the members (other than any who, under the provisions of these articles or of any restrictions imposed on any shares, are not entitled to receive notice from the Company), to the directors and to the auditors

45 6 If the directors, in their absolute discretion, consider that it is impractical or undesirable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting, they may postpone the meeting to another date, time and place. When a meeting is so postponed, notice of the date, time and place of the postponed meeting shall be placed in at least one national newspaper in the United Kingdom. Notice of the business to be transacted at such postponed meeting shall not be required.

46 OMISSION TO SEND NOTICE

The accidental omission to send notice of a meeting or (in cases where it is sent out with the notice) an instrument of proxy to, or the non-receipt of either by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

47 SPECIAL BUSINESS

All business transacted at a general meeting shall be deemed special except the following transactions at an annual general meeting:

47 1 the receipt and consideration of the profit and loss account, the balance sheet and reports of the directors and of the auditors, and the documents required by law or by regulation (including the requirements of the FSA) to be annexed to the balance sheet,

47 2 the declaration or sanction of dividends,

47 3 the election and re-election of directors and other officers in place of those retiring by rotation or otherwise ceasing to hold office,

- 47 4 the appointment of the auditors (when special notice of the resolution for such appointment is not required by the Acts) and the fixing, or determination of the manner of the fixing, of their remuneration, and
- 47 5 the grant or renewal of the authorities of the Company in general meeting required by the Acts in relation to the allotment of shares by the Board

PROCEEDINGS AT GENERAL MEETINGS

48 QUORUM

- 48 1 No business shall be transacted at any general meeting unless a quorum is present. The absence of a quorum shall not preclude the appointment of a chairman of the meeting in accordance with the provisions of these articles, which shall not be treated as part of the business of the meeting
- 48 2 The quorum for a general meeting shall, for all purposes, be two members present in person or by proxy and entitled to vote

49 PROCEDURE IF QUORUM NOT PRESENT

- 49 1 If a quorum is not present within 15 minutes (or such longer interval as the chairman in his absolute discretion thinks fit) from the time appointed for the commencement of the meeting, or if, during a meeting, a quorum ceases to be present, the meeting, if convened by or on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such time (being not less than 14 days nor more than 28 days later) and place as the chairman (or, in default, the board) shall appoint.
- 49 2 At any such adjourned meeting the quorum shall be two members present in person or by proxy and entitled to vote and, if a quorum is not present within 15 minutes (or such longer interval as the chairman in his absolute discretion thinks fit) from the time appointed for the commencement of the meeting, or if, during the meeting, a quorum ceases to be present, the adjourned meeting shall be dissolved
- 49 3 The Company shall give not less than seven clear days' notice of any meeting adjourned for the want of a quorum and the notice shall state the quorum requirement.

50 CHAIRMAN

The chairman (if any) of the board or, in his absence, the deputy chairman (if any) or, in his absence, some other director nominated by the directors, shall preside as chairman at every general meeting of the Company. If neither the chairman (if any) nor the deputy chairman (if any) nor such other director is present within 15 minutes after the time appointed for holding the meeting, or none of such persons is willing to act as such, the directors present shall select one of their number to be chairman, and if only one director is present and willing to act, he shall be chairman. In default, the members present in person and entitled to vote shall choose one of their number to be chairman. The decision of the chairman on points of order, matters of procedure or arising incidentally out of the business of the meeting shall be final and conclusive, as shall be his determination, acting in good faith, whether any point or matter is of such a nature.

51 DIRECTOR'S RIGHT TO ATTEND AND SPEAK

A director shall be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares or debentures in the capital of the Company even though he is not a member.

52. POWER TO ADJOURN

52 1 The chairman may, with the consent of a meeting at which a quorum is present (and shall, if so directed by the meeting), adjourn any meeting from time to time and from place to place or for an indefinite period.

52 2 Without prejudice to any other power which he may have under these articles or at common law, the chairman may, without the need for the consent of the meeting, interrupt or adjourn any meeting from time to time and from place to place or for an indefinite period if he is of the opinion that

52 2 1 the members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting, or

52 2 2 the conduct of persons present prevents or is likely to prevent the proper and orderly conduct of the meeting, or

52 2 3 it has become necessary to ensure that the business of the meeting is properly disposed of

53 NOTICE OF ADJOURNED MEETING

Without prejudice to the provisions of these articles, whenever a meeting is adjourned for 28 days or more or for an indefinite period, at least seven clear days' notice specifying the place, the day and the time of the adjourned meeting and the general nature of the business to be transacted shall be given to the members (other than those who, under the provisions of these articles or of any restrictions imposed on any shares, are not entitled to receive notice from the Company), the directors and the auditors. In all other cases, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at the adjourned meeting.

54 BUSINESS AT ADJOURNED MEETING

No business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting from which the adjournment took place.

55 CONDUCT AND ACCOMMODATION OF MEMBERS AT MEETING

55.1 The directors may resolve to enable persons entitled to attend a general meeting to do so by simultaneous attendance and participation at a *satellite meeting place anywhere* in the world and the members present in person or by proxy at satellite meeting places shall be counted in the quorum for and entitled to vote at the general meeting in question and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that members attending at all the meeting places are able to participate in the business for which the meeting has been convened and to hear and see all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise), in the principal meeting place and any satellite meeting place, and to be heard and seen by all other persons so present in the same manner. The chairman of the meeting shall be present at and the meeting shall be deemed to take place at the principal meeting place.

55.2 If it appears to the chairman that the principal meeting place or any satellite meeting place is inadequate to accommodate all members entitled and wishing to attend, the meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate facilities are available to ensure that a member who is unable to be accommodated is able to participate in the business for which the meeting has been convened and to hear and see all persons who speak.

(whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise), whether in the meeting place or elsewhere, and to be heard and seen by all other persons so present in the same manner

- 55 3 The board and, at any general meeting, the chairman may make any arrangement and impose any requirement or restriction which it or he (as appropriate) considers appropriate to ensure the security and orderly conduct of a general meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items which may be taken into the meeting place The board, and at any general meeting the chairman, is entitled to refuse entry to or eject a person who refuses to comply with these arrangements, requirements or restrictions or who disrupts the proper and orderly conduct of the meeting

VOTING

56 METHOD OF VOTING

- 56 1 At any general meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless (before or on the declaration of the result of the show of hands) a poll is duly demanded

- 56 2 Subject to the provisions of the Acts, a poll may be demanded on any question by

56 2 1 the chairman of the meeting,

56 2 2 not less than five members present in person or by proxy and entitled to vote,

56 2 3 a member or members present in person or by proxy representing in the aggregate not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, or

56 2 4 a member or members present in person or by proxy holding shares conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right

A demand by a proxy for a member shall be deemed to be a demand by that member

- 56 3 Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that the resolution has been carried, or carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the book containing the minutes of proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution

57 PROCEDURE ON A POLL

- 57 1 If a poll is properly demanded, it shall be taken in such manner as the chairman of the meeting directs. He may appoint scrutineers, who need not also be members, and may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 57 2 Any poll demanded on the election of a chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment. A poll demanded on any other question shall be taken at such time and place as the chairman directs, either at once or after an interval or adjournment (but not more than 30 clear days after the date of the demand).
- 57 3 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven days' clear notice shall be given specifying the time and place at which the poll is to be taken.
- 57 4 The demand for a poll may be withdrawn, but only with the consent of the chairman, and a demand so withdrawn shall validate the result of a show of hands declared before the demand was made and, in the case of a poll demanded before the declaration of the result of a show of hands, the meeting shall continue as if the demand had not been made.
- 57 5 The demand for a poll (other than on the election of the chairman of the meeting or on any question of adjournment) shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

57 6 On a poll, votes may be given in person or by proxy and a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way

58 VOTES OF MEMBERS

58 1 Subject to any terms as to voting upon which any shares may have been issued or may for the time being be held, or any suspension or abrogation of voting rights pursuant to these articles, at a general meeting of the Company every member present in person shall, on a show of hands, have one vote and every member present in person or by proxy shall, on a poll, have one vote for every share of which he is the holder

58 2 In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register

58 3 A member in respect of whom an order has been made by any court or official having jurisdiction (whether in the United Kingdom or elsewhere) that he is or may be suffering from mental disorder or is otherwise incapable of running his affairs may vote, whether on a show of hands or on a poll, by his guardian, receiver, curator bonis or other person authorised for that purpose and appointed by the court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy, provided that evidence (to the satisfaction of the board) of the authority of the person claiming to exercise the right to vote is deposited at the office (or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy) within the time limits prescribed by the articles for the deposit of instruments of proxy for use at the meeting, adjourned meeting or poll at which the right to vote is to be exercised

59 CASTING VOTE

In the case of an equality of votes, the chairman shall not either on a show of hands or on a poll, have a casting vote in addition to any vote to which he may be entitled as a member

60 RESTRICTION ON VOTING RIGHTS

- 60 1 The provisions of article 69 shall apply to restrict the voting rights of those members who have failed in relation to any shares to give the Company information in accordance with section 212 of the Act.
- 60 2 Unless the board otherwise determines, no member shall be entitled (in respect of any share held by him) to be present or to vote, either in person or by proxy, at any general meeting or at any separate meeting of the holders of any class of shares or on any poll, or to exercise any other rights conferred by membership in relation to any such meeting or poll, if any calls or other monies due and payable in respect of such share remain unpaid. Such restrictions shall cease to apply on payment of the amount outstanding and all costs, charges and expenses incurred by the Company by reason of such non-payment.

61 VOTING BY PROXY

- 61 1 An instrument appointing a proxy shall be in writing in the usual form, or in such other form as may be approved by the board, executed by the appointor or his duly constituted attorney or, if the appointor is a corporation, under its seal or under the hand of its duly authorised officer or attorney or other person authorised to sign.
- 61 2 An instrument of proxy shall be deemed (subject to any contrary direction contained in the same) to confer authority to demand or join in demanding a poll and, subject to the provisions of these articles, to vote on any resolution or amendment of a resolution put to, or any other business which may properly come before, the meeting for which it is given, as the proxy thinks fit.
- 61 3 An instrument of proxy shall not be deemed (subject to any contrary direction contained in the same) to confer authority to speak at the meeting without the consent of the chairman.
- 61 4 A proxy need not be a member of the Company.
- 61 5 A member may appoint more than one proxy to attend on the same occasion. When two or more valid but different instruments of proxy are delivered in respect of the same share for use at the same meeting, the one which is last validly delivered (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share. If the Company is unable to determine

which was last delivered, none of them shall be treated as valid in respect of that share

- 61 6 Deposit of an instrument of proxy shall not preclude a member from attending and voting in person at the meeting or any adjournment of it or on any poll
- 61 7 An instrument of proxy shall, unless the contrary is stated in it, be valid for any adjournment of the meeting as well as for the meeting(s) to which it relates. No instrument of proxy shall be valid after the expiry of 12 months from the date of its execution
- 61 8 Subject to the provisions of the Acts and the requirements of the FSA, the Company shall send out proxy forms to all or none of the persons entitled to receive notice of and to vote at any meeting, but, if sent, shall provide for two-way voting (without prejudice to any right to abstain) on all resolutions set out in the notice of meeting

62 DEPOSIT OF PROXY

An instrument appointing a proxy and (if required by the board) any power of attorney or other authority under which it is executed or a copy of it notarially certified or certified in some other way approved by the board shall be.

- 62 1 deposited at the office, or at such other place within the United Kingdom as may be specified in the notice convening the meeting or in any instrument of proxy or other accompanying document sent by the Company in relation to the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote,
- 62 2 in the case of a meeting adjourned for less than 28 days but more than 48 hours, or in the case of a poll taken more than 48 hours after it is demanded, deposited as stated above not less than 48 hours before the time appointed for the holding of the adjourned meeting or the taking of the poll, or
- 62 3 in the case of a meeting adjourned for less than 48 hours, or in the case of a poll not taken immediately but taken not more than 48 hours after it was demanded, delivered at the adjourned meeting or at the meeting at which the poll was demanded to the chairman or to the secretary or to any director,

and any instrument of proxy which is not so deposited or delivered shall be invalid

63 WHEN VOTES BY PROXY VALID THOUGH AUTHORITY REVOKED

A vote given or poll demanded by a proxy or a duly authorised representative of a corporation shall be valid even though the authority of the person voting or demanding a poll has previously terminated unless notice of the termination was received by the Company at the office (or such other place as is specified for depositing the instrument of proxy) at least 24 hours before the time for holding the meeting or adjourned meeting at which such vote is given or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) at least 24 hours before the time appointed for the taking of the poll at which the vote is cast

64 CORPORATE REPRESENTATIVE

A member of the Company which is a corporation may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any separate meeting of the holders of any class of shares. The person so authorised shall be entitled to exercise the same powers on behalf of the corporation (in respect of that part of the corporation's holding to which the authorisation relates) as that corporation could exercise if it were an individual member and the corporation shall, for the purposes of these articles, be deemed to be present in person at any such meeting if a person so authorised is present at it, and all references to attendance and voting in person shall be construed accordingly. A director, the secretary or some person authorised for the purpose by the secretary may require the representative to produce a certified copy of the resolution so authorising him before permitting him to exercise his powers.

65 OBJECTION TO OR ERROR IN VOTING

No objection shall be raised to the qualification of any voter or to the counting of, or failure to count, any vote, except at the meeting or adjourned meeting at which the vote objected to is tendered or at which the error occurs. Any objection made in due time shall be referred to the chairman of the meeting and shall only vitiate the result of the voting if, in the opinion of the chairman, it is of sufficient magnitude to affect the decision of the meeting. The decision of the chairman shall be final and conclusive.

66 AMENDMENTS TO RESOLUTIONS

No amendment to a special or extraordinary resolution (other than a clerical amendment to correct a patent error) may be considered in any circumstances and no amendment to an

ordinary resolution (other than a clerical amendment to correct a patent error) may be considered unless either

66 1 at least 48 hours' prior written notice of the amendment has been lodged with the Company at the office, or

66 2 the chairman of the meeting agrees otherwise

If any amendment proposed to any resolution under consideration is ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling

67 MEMBERS' WRITTEN RESOLUTIONS

A resolution in writing, executed by or on behalf of each member who would have been entitled to vote on it if it had been proposed at a general meeting at which he was present, shall be as effective as if it had been passed at a general meeting duly convened and held, and may consist of several instruments in the same form, each duly executed by or on behalf of one or more members. If such a resolution in writing is described as a special resolution or as an extraordinary resolution, it shall have effect accordingly

CLASS MEETINGS

68 PROCEDURE

Any separate meeting for the holders of any class of shares shall be convened and conducted in all respects as nearly as possible in the same way as an extraordinary general meeting of the Company and the provisions of sections 369, 370, 376 and 377 of the Act shall mutatis mutandis and so far as applicable apply, provided that

68 1 no member, other than a director, shall be entitled to notice of it or to attend unless he is a holder of shares of that class,

68 2 the quorum at any such meeting other than an adjourned meeting shall be two persons present in person holding or representing by proxy at least one-third in nominal value of the issued shares of the class,

68 3 the quorum at any adjourned meeting shall be two persons holding shares of the class in question who are present in person or by proxy, and

- 68 4 a poll may be demanded by any member present in person or by proxy and entitled to vote at the meeting, and, on a poll, each member shall have one vote for every share of the class in question of which he is the holder

DISCLOSURE OF INTERESTS IN SHARES

69 SANCTIONS FOR NON-DISCLOSURE

Where a member, or any other person appearing to be interested in shares held by that member, has been issued with a notice pursuant to section 212 of the Act and has failed in relation to any shares ("default shares" which expression shall include any further shares which are issued in respect of such default shares) to give the Company the information required by that notice within the prescribed period from the date of service of the notice, the following sanctions shall apply, unless the board otherwise determines

- 69 1 the member shall not, nor shall any transferee to whom any of such shares are transferred other than pursuant to an excepted transfer (as defined in article 72), be entitled in respect of the default shares to be present or to vote (either in person or by representative or proxy) at any general meeting or at any separate meeting of the holders of any class of shares, or on any poll, or to exercise any other right conferred by membership in relation to any such meeting or poll, and

- 69 2 where the default shares represent at least 0.25 per cent in nominal value of the issued shares of their class

- 69 2 1 any dividend or other money payable in respect of the default shares shall be withheld by the Company, which shall not have any obligation to pay interest on it, and the member shall not be entitled to elect, pursuant to article 139, to receive shares instead of that dividend, and

- 69 2 2 no transfer of a share recorded on the register as being held in certificated form, other than an excepted transfer (as defined in article 72) of the default shares, shall be registered unless

- 69 2 2 1 the member is not himself in default as regards supplying the information required, and

- 69 2 2 2 the member proves to the satisfaction of the board that no person in default as regards supplying such information is

interested in any of the shares which are the subject of the transfer

70 CESSATION OF SANCTIONS

70 1 Where the sanctions under article 69 apply in relation to any shares, they shall cease to have effect seven days after the earlier of

70 1 1 receipt by the Company of notice that the shares have been transferred by means of an excepted transfer, or

70 1 2 receipt by the Company of the information required by the notice issued pursuant to section 212 of the Act

70 2 The board may at any time give notice cancelling or suspending for a stated period the operation of the sanctions under article 69 in whole or in part

71 COPIES OF SECTION 212 NOTICES TO MEMBERS

Where, on the basis of information obtained from a member in respect of any share held by him, the Company issues a notice pursuant to section 212 of the Act to any other person, it shall, at the same time, send a copy of the notice to the member, but the accidental omission to do so, or the non-receipt by the member of the copy, shall not invalidate or otherwise affect the application of article 69

72 DISCLOSURE OF INTERESTS - DEFINITIONS

For the purposes of articles 69 to 71 (inclusive)

72 1 a person, other than the member holding a share, shall be treated as appearing to be interested in that share if the member has informed the Company that the person is, or may be, so interested, or if the Company (after taking account of any information obtained from the member or, pursuant to a notice under section 212 of the Act, from anyone else) knows or has reasonable cause to believe that the person is, or may be, so interested,

72 2 "interested" shall be construed in the same way as it is construed for the purpose of section 212 of the Act,

72 3 reference to a person having failed to give the Company the information required by a notice, or being in default as regards supplying such information, includes reference to his having failed or refused to give all or any part of it and reference to his having given information which he knows to be false in a material particular or having recklessly given information which is false in a material particular,

72 4 the "prescribed period" means 14 days,

72 5 an "excepted transfer" means, in relation to any shares held by a member

72 5 1 a transfer pursuant to acceptance of a takeover offer for the Company (within the meaning of the Act),

72 5 2 a transfer in consequence of a sale made through a recognised investment exchange (as defined in the Financial Services Act 1986) or any other stock exchange outside the United Kingdom on which the Company's shares are normally traded, or

72 5 3 a transfer which is shown to the satisfaction of the board to be made in consequence of a sale of the whole of the beneficial interest in the shares to a person who is unconnected with the member and with any other person appearing to be interested in the shares

73 SECTION 216

Nothing contained in these articles shall limit the power of the directors under section 216 of the Act

NUMBER OF DIRECTORS

74 NUMBER

Unless and until otherwise determined by the Company by ordinary resolution, the number of directors (other than alternate directors) shall not exceed 10 but shall not be less than two

ALTERNATE DIRECTORS

75 APPOINTMENT

75 1 Any director (other than an alternate director) may, by notice delivered to the secretary at the office, or in any other manner approved by the board, appoint any other director or any other person who is approved by the board and is willing to act to be his alternate, but no appointment of an alternate director who is not already a director shall be effective until his consent to act as a director in the form prescribed by the Acts has been received at the office and his appointment has been approved by the board

75 2 An alternate director shall not be required to hold any shares in the Company

76 REVOCATION OF APPOINTMENT

A director may, at any time by notice delivered to the secretary at the office, revoke the appointment of his alternate director and, subject to the provisions of the preceding article, appoint another person in his place. If a director ceases to hold the office of director or, if he dies, the appointment of his alternate director shall then also cease. If any director retires but is re-elected at the meeting at which such retirement takes effect, any valid appointment of an alternate director which was in force immediately before his retirement shall continue to operate after his re-election as if he had not so retired. The appointment of an alternate director shall cease on the happening of any event which, if he was a director otherwise appointed, would cause him to vacate office.

77 PARTICIPATION IN BOARD MEETINGS

Every alternate director shall (subject to him giving to the Company an address within the United Kingdom at which notices may be served on him) be entitled to receive notice of all meetings of the board and all committees of the board of which his appointor is a member and, in the absence from such meetings of his appointor, to attend and vote at such meetings and to exercise all the powers, rights, duties and authorities of his appointor. A director acting as alternate director shall have a separate vote at board and committee meetings for each director for whom he acts as alternate director, but he shall count as only one director for the purpose of determining whether a quorum is present.

78 RESPONSIBILITY

Every person acting as an alternate shall be deemed to be an officer of the Company, shall alone be responsible for his own acts and defaults, and shall not be deemed to be the agent of the director appointing him

79 REMUNERATION AND EXPENSES

An alternate director shall not be entitled as against the Company to any fees for his services as an alternate, but an alternate director shall be paid by the Company such expenses as might properly have been repaid to him if he had been a director

POWERS OF THE BOARD

80 POWERS OF THE BOARD

Subject to the provisions of the Acts, the memorandum of association of the Company and these articles and to any directions given by special resolution of the Company, the business of the Company shall be managed by the board which may exercise all the powers of the Company whether relating to the management of the business or not. No alteration of the memorandum of association or of these articles and no special resolution of the Company shall invalidate any prior act of the board which would have been valid if such alteration had not been made or such special resolution had not been passed. The provisions contained elsewhere in these articles as to any specific power of the board shall not be deemed to limit the general powers given by this article 80

81 POWERS OF DIRECTORS IF LESS THAN MINIMUM REQUIRED NUMBER

If the number of the directors is less than the minimum for the time being prescribed by these articles, the remaining director or directors shall only act for the purpose of appointing an additional director or directors to make up such minimum or to convene a general meeting of the Company for the purpose of making such appointment. If no director or directors are able or willing to act, then any two members may summon a general meeting for the purpose of appointing directors. Any additional director so appointed shall (subject to the provisions of these articles) hold office only until the dissolution of the annual general meeting of the Company next following such appointment unless he is re-elected during such meeting

82 EXERCISE OF VOTING RIGHTS

The board may exercise or cause to be exercised the voting rights conferred by the shares in any other company held or owned by the Company, or any power of appointment to be exercised by the Company, in such manner in all respects as it thinks fit (including the exercise of the voting rights or power of appointment in favour of the appointment of any director as a director or other officer or employee of such company or in favour of the payment of remuneration to the directors, officers or employees of such company)

83 PROVISION FOR EMPLOYEES

The board may exercise any power conferred on the Company by the Acts to make provision for the benefit of any person employed or formerly employed by the Company or any of its subsidiaries (or any member of his family, including a spouse or former spouse or any person who is or was dependent on him) in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary

84 OVERSEAS REGISTER

Subject to the provisions of the Acts, the board may exercise the powers conferred on the Company with regard to the keeping of an overseas or local or other register and may make and vary such regulations as it thinks fit respecting the keeping of any such register

85 BORROWING POWERS

85 1 Subject to the provisions of the articles, the board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present or future) and uncalled capital of the Company and, subject to the provisions of the Acts, to issue debentures and other securities, either outright or as collateral security for any debt, liability or obligation of the Company or of any third party

85 2 The board shall restrict the borrowings of the Company and shall exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings so as to procure (as regards such subsidiary undertakings, insofar as it can procure by such exercise) that the aggregate principal amount outstanding in respect of borrowings by the group (exclusive of borrowings by one group company from another and after deducting cash deposited) shall not at any time, without an ordinary resolution of the Company, exceed a sum equal to 3 times

the adjusted total of capital and reserves where "adjusted total of capital and reserves" means a sum equal to the aggregate of

85 2 1 the amount paid up or credited as paid up on the issued share capital of the Company, and

85 2 2 the amounts standing to the credit of the reserves of the group (whether distributable or undistributable) including the profit and loss account, share premium account, capital redemption reserve, revaluation reserve and unappropriated balance of grants (including investment grants) but deducting any debit balance on the profit and loss account (other than any such debit balance arising only on consolidation),

all as shown in the latest balance sheet but after

85 2 3 making such adjustments as may be appropriate in respect of

85 2 3 1 any variation in the amount of the paid up share capital, the share premium account or the capital redemption reserve of the Company since the date of the latest balance sheet and so that, for this purpose, if any proposed allotment of shares by the Company for cash has been underwritten, then such shares shall be deemed to have been allotted and the amount (including the premium) of the subscription monies payable in respect of them (not being monies payable later than six months after the date of allotment) shall be deemed to have been paid up to the extent so underwritten on the date when the issue of such shares was underwritten (or, in the event that such underwriting was conditional, the date on which it became unconditional), and

85 2 3 2 any variation in the interests of the Company in its subsidiary undertakings since the date of the latest balance sheet,

85 2 4 excluding (so far as not already excluded)

85 2 4 1 amounts attributable to minority interests in group companies, and

85 2 4 2 any sum set aside for taxation (other than deferred taxation),

85 2 5 deducting

85 2 5 1 sums equivalent to the book values of goodwill and other intangible assets shown in the latest balance sheet (as adjusted pursuant to the foregoing provisions of this article 85) provided that there should be added back the amount of goodwill that would have remained on such balance sheet if all goodwill had been carried on the balance sheet as an asset and amortised on a straight line basis over 20 years (or such longer period, as determined by the Company, as may be in accordance with generally accepted accounting practice in the United Kingdom, such amount to be certified by the Company's auditors), and

85 2 5 2 the amount of any distribution out of profits accrued up to and including the date of the latest balance sheet declared, recommended or made by any group undertaking to a person other than a group undertaking (to the extent not provided for in the latest balance sheet), and

85 2 6 making such other adjustments (if any) as the auditors may consider appropriate or necessary

85 3 In this article 85 the following expressions shall have the following meanings

85 3 1 "borrowings" shall be deemed to include the following except insofar as otherwise taken into account

85 3 1 1 the nominal amount of any share capital and the principal amount of any monies borrowed or other indebtedness the redemption or repayment of which is guaranteed or secured or is the subject of an indemnity given by any group company but where the beneficial interest in the redemption or repayment of which is not owned within the group,

85 3 1 2 the outstanding amount raised by acceptances under any acceptance credit opened on behalf of and in favour of any group company by any bank or accepting house not being acceptances of, or acceptance credits in relation to, trade bills

for purchases of goods or services in the ordinary course of business and outstanding for six months or less,

85 3 1 3 the principal amount of any loan capital (whether secured or unsecured) of any group company owned otherwise than by any group company,

85 3 1 4 any fixed or minimum premium payable on final repayment of any borrowing or deemed borrowing (but so that any premium payable on final repayment of an amount not to be taken into account as monies borrowed shall not be taken into account), and

85 3 1 5 amounts raised under any transaction (including, without limitation, forward sale or purchase agreements) having the commercial effect of borrowings entered into to enable the finance of operations or capital requirements,

but shall be deemed not to include

85 3 1 6 borrowings made for the purpose of repaying the whole or any part of borrowings falling to be taken into account for the purposes of this article 85 within six months of being first borrowed, pending their application for such purpose within such period,

85 3 1 7 borrowings for the purpose of financing any contract in respect of which any part of the price receivable under such contract is guaranteed or insured by the Export Credits Guarantee Department or by any other institution fulfilling a similar function, to the amount not exceeding that part of the price receivable under the contract which is so guaranteed or insured,

85 3 1 8 such proportion of the borrowings of any non-wholly-owned subsidiary undertaking as that part of its issued and paid up equity share capital which is not beneficially owned, directly or indirectly, by a group company bears to the whole of its issued and paid up equity share capital (but an equivalent proportion

of monies borrowed from one such non-wholly-owned subsidiary undertaking by any other group company which would otherwise fall to be excluded shall nevertheless be included),

85 3 1 9 an amount equal to the borrowings of any company outstanding immediately after it becomes a group company (provided that any such borrowings shall be included if they have not been repaid within six months of the date on which the Company becomes the Group Company;

85 3 1 10 the amount of any monies borrowed which are for the time being deposited with any governmental authority in any part of the world in connection with import deposits or any similar governmental scheme to the extent that the group company making such deposit retains its interest in such deposit,

85 3 1 11 any sum advanced or paid to any group company (or its agents or nominees) by customers of any group company as unexpended customer receipts or progress payments pursuant to any contract between such customer and a group company,

85 3 1 12 the amount of any monies held by any group company whether on deposit or current account or otherwise in connection with any scheme for the benefit of employees or their dependants, and

85 3 1 13 sums which fall to be treated as monies borrowed by any group company by reason only of any current statement of standard accounting practice or other accounting principle or practice,

85 3 2 "cash deposited" means an amount equal to the aggregate for the time being outstanding of all cash deposits or balances on each current account of the group with any bank (not being a group company), the realisable value of certificates of deposit and securities of governments and companies or other readily realisable deposits owned by any group company which is not a wholly-owned subsidiary undertaking. Out only that portion which is equal to the proportion of that company's issued and paid up equity share capital

which is owned, directly or indirectly, by a group company shall be taken into account),

85 3 3 "group" means the Company and its subsidiary undertakings from time to time,

85 3 4 "group company" means any company in the group,

85 3 5 "latest balance sheet" means the consolidated balance sheet dealing with the state of affairs of the Company and its subsidiary undertakings comprised in the latest group accounts prepared and approved by the board and on which the auditors have made their report pursuant to the Acts and which have been laid before the Company in general meeting

85 4 When the aggregate amount of monies borrowed required to be taken into account for the purposes of this article 85 on any particular day is being ascertained, any of such monies denominated or repayable in a currency other than sterling shall be converted for the purpose of calculating the sterling equivalent either

85 4 1 at the rate of exchange used for the conversion of that currency in the latest balance sheet,

85 4 2 if no rate was so used, at the rate of exchange prevailing at the close of business in London on the date of that balance sheet, or

85 4 3 where the repayment of such monies is expressly covered by a forward purchase contract, currency option, back-to-back loan, swap or other arrangement taken out or entered into to reduce the risk associated with fluctuations in exchange rates, at the rate of exchange specified in that document,

but, if the amount in sterling resulting from conversion at that rate would be greater than that resulting from conversion at the middle market rate prevailing in London at the close of business on the business day immediately preceding the day on which the calculation falls to be made, the latter rate shall apply instead

85 5 A report or certificate by the auditors as to the amount of the adjusted total of capital and reserves and as to the aggregate amount of monies borrowed for the purposes of this article 85 shall be conclusive and binding on all concerned. Nevertheless, the

board may, at any time, act in reliance on a bona fide estimate of the amount of the adjusted total of capital and reserves, and if, in consequence, the limit on borrowings set out in this article 85 is inadvertently exceeded, an amount borrowed equal to the excess may be disregarded until the expiration of 90 days after the date on which, by reason of a determination of the auditors or otherwise, the board became aware that such a situation has or may have arisen

- 85 6 No lender or other person dealing with the Company shall be concerned to see or enquire whether the limit imposed by this article 85 is observed. No debt incurred or security given in respect of monies borrowed in excess of the limit imposed by this article 85 shall be invalid or ineffectual except in the case of express notice to the lender or recipient of the security at the time when the debt was incurred or security given that the limit had been or would be exceeded
- 85 7 The board may exercise all the powers of the Company to borrow or raise money upon or by the issue or sale of any bonds, debentures or securities on such terms as to time of repayment, rate of interest, price of issue or sale, payment of premium or bonus upon redemption or repayment or otherwise as it may determine, including (subject to the provisions of the Acts) a right for the holders of bonds, debentures or securities, to exchange the same for shares in the Company of any class authorised to be issued
- 85 8 The board may confer upon any mortgagees or persons in whom any debenture or security is vested, such rights and powers as it thinks necessary or expedient, and it may vest any property of the Company in trustees for the purpose of securing any monies so borrowed or raised, and confer upon the trustees or any receiver to be appointed by them or by any debenture-holder such rights and powers as the board may think necessary or expedient in relation to the undertaking or property of the Company, or its management or realisation or the making, receiving or enforcing of calls on the members in respect of unpaid capital, and otherwise, and may make and issue debentures to trustees for the purpose of further security, and any such trustees may be remunerated
- 85 9 The board may give security for the payment of any monies payable by the Company in the same manner as for the payment of monies borrowed or raised, in which case such amount shall be deemed to be included as part of the borrowings

86 REGISTER OF CHARGES

The board shall keep a register of charges in accordance with the Acts and the fee to be paid by any person other than a creditor or member of the Company for each inspection of the register of charges to be kept under the Acts shall be the maximum sum prescribed by the Acts or, failing that, determined by the board

DELEGATION OF DIRECTORS' POWERS

87 POWERS OF EXECUTIVE DIRECTORS

The board may from time to time delegate or entrust to and confer upon any director holding executive office (including a managing director) such of its powers, authorities and discretions (with power to sub-delegate) for such time, upon such terms and subject to such conditions as it thinks fit, and it may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the board in that respect, and may from time to time revoke, withdraw, alter or vary all or any of such powers

88 DELEGATION TO COMMITTEES

The board may delegate any of its powers, authorities and discretions (with power to sub-delegate) (including the power to fix the remuneration of the directors) for such time on such terms and subject to such conditions as it thinks fit to any committee consisting of one or more directors and (if thought fit) one or more other persons (provided that a majority of the members of a committee shall be directors or alternate directors and no resolution of a committee shall be effective unless a majority of those present when it was passed are directors or alternate directors) The board may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the board in that respect, and may from time to time revoke, withdraw, alter or vary all or any of such powers and discharge any such committee in whole or in part

89 LOCAL AND DIVISIONAL MANAGEMENT

The board may establish any local or divisional boards or agencies for managing any of the affairs of the Company in any locality in relation to any business, either in the United Kingdom or elsewhere, and may appoint any persons to be members of such local or divisional board, or any managers or agents, and may fix their remuneration The board may delegate to any local or divisional board, manager or agent so appointed any of its powers, authorities and discretions (with power to sub-delegate) and may authorise the members for

the time being of any such local or divisional board, or any of them, to fill up any vacancies and to act even though there are vacancies, and any such appointment or delegation may be made for such time, on such terms and subject to such conditions as the board may think fit. The board may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the board in that respect and may from time to time revoke, withdraw, alter or vary all or any of such powers and, subject to any terms and conditions expressly imposed by the board, the proceedings of any local or divisional board or agency with two or more members shall be governed by such of these articles as regulate the proceedings of the board, so far as they are capable of applying

90 POWER OF ATTORNEY

The board may, by power of attorney or otherwise, appoint any person or persons to be the agent of the Company and may delegate to any such person or persons any of its powers, authorities and discretions (with power to sub-delegate), in each case for such purposes and for such time, on such terms (including as to remuneration) and subject to such conditions as it thinks fit. The board may confer such powers either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the board in that respect and may from time to time revoke, withdraw, alter or vary all or any of such powers

91 ASSOCIATE DIRECTORS

The board may appoint any person (not being a director) to any office or employment having a designation or title including the word "director", or attach to any existing office or employment with the Company such designation or title, and may terminate any such appointment or the use of such designation or title. The inclusion of the word "director" in the designation or title of any such office or employment shall not imply that such person is, or is deemed to be, or is empowered in any respect to act as, a director of the Company for any of the purposes of the Acts or these articles

92 CORPORATE MEMBERS

The board may at any time require any corporate member to furnish any information, supported (if the board so requires) by a statutory declaration, which it may consider necessary for the purpose of determining whether or not such member is a close company within the meaning of section 414 of the Income and Corporation Taxes Act 1988 (or any statutory modification or re-enactment thereof for the time being in force)

APPOINTMENT AND RETIREMENT OF DIRECTORS

93. POWER OF THE COMPANY TO APPOINT DIRECTORS

Subject to the provisions of these articles, the Company may by ordinary resolution appoint a person who is willing to act to be a director, either to fill a vacancy or as an addition to the existing board, but so that the total number of directors shall not exceed any maximum number fixed in accordance with these articles

94 POWER OF THE BOARD TO APPOINT DIRECTORS

Without prejudice to the power of the Company to appoint any person to be a director pursuant to these articles, the board may at any time appoint any person who is willing to act as a director either to fill a vacancy or as an addition to the existing board, but so that the total number of directors shall not exceed any maximum number fixed in accordance with these articles. Any director so appointed shall hold office only until the dissolution of the general meeting of the Company next following such appointment unless he is re-elected during such meeting, and he shall not retire by rotation at such meeting or be taken into account in determining the number of directors who are to retire by rotation at such meeting

95 APPOINTMENT OF EXECUTIVE DIRECTORS

95 1 Subject to the provisions of the Acts, the board may from time to time appoint one or more of its body to hold any employment or executive office (including that of chief executive and managing director) for such period (subject to the provisions of the Acts) and on such terms as the board may determine, and may revoke or terminate any such appointment without prejudice to any claim for damages for breach of contract between the director and the Company

95 2 A chief executive, managing director or other executive director who ceases to hold the office of director from any cause shall automatically cease to be a managing or executive director immediately

96 ELIGIBILITY OF NEW DIRECTORS

96 1 No person, other than a director retiring (by rotation or otherwise), shall be eligible for appointment or reappointment as a director at any general meeting unless

96 1 1 he is recommended by the board, or

96 1 2 not less than seven nor more than 42 days before the date appointed for the meeting, notice by a member (other than the person to be proposed) entitled to attend and vote at the meeting of the intention to propose that person for appointment or reappointment, stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Company's register of directors, together with notice given by that person of his willingness to be appointed or reappointed, is lodged at the office

96 2 A director shall not be required to hold any shares in the Company

97 VOTING ON RESOLUTION FOR APPOINTMENT

A resolution for the appointment of two or more persons as directors by a single resolution shall be void unless an ordinary resolution that it shall be so proposed has first been agreed to by the meeting without any vote being given against it.

98 RETIREMENT BY ROTATION

At each annual general meeting of the Company, one-third of the directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to but not exceeding one-third shall retire from office but so that, if there are fewer than three directors who are subject to retirement by rotation, one shall retire from office

99 DIRECTORS SUBJECT TO RETIREMENT

Subject to the provisions of the Acts and of these articles, the directors to retire by rotation at each annual general meeting shall exclude any director appointed after the date of any notice convening the annual general meeting, and shall include, so far as necessary to obtain the number required, first, any director who wishes to retire and not offer himself for re-election, and secondly those directors who have been longest in office since their last appointment or reappointment. As between two or more who have been in office an equal length of time, the director to retire shall, in default of agreement between them, be determined by lot. The directors to retire on each occasion (both as to number and identity) shall be determined by the composition of the board at the start of business on the date of the notice convening the annual general meeting, even though the number or identity of the directors after that time but before the close of the meeting may change. In addition any director who as at the date of the relevant annual general meeting has been in office more than three years since his appointment or last election or who was elected or last elected at the annual general meeting

preceding by three years the relevant annual general meeting, and who in either case is not otherwise to retire by reason of articles 98 and 99, shall also retire by notation

100 POSITION OF RETIRING DIRECTOR

A director who retires at an annual general meeting (whether by rotation or otherwise) may, if willing to act, be reappointed. If he is not reappointed or deemed to have been reappointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting

101 DEEMED REAPPOINTMENT

At any general meeting at which a director retires by rotation, the Company may fill the vacancy and, if it does not do so, the retiring director shall, if willing, be deemed to have been reappointed unless it is expressly resolved not to fill the vacancy or a resolution for the reappointment of the director is put to the meeting and lost

102 RETIREMENT ON ACCOUNT OF AGE

A director who retires at an annual general meeting pursuant to section 293 of the Act and at the same time under article 98 may subject to compliance with section 293 of the Act be re-elected by a single resolution and, if so re-elected, shall, for the purposes of article 99 be treated as having been last re-elected at that meeting. Otherwise, a person re-elected as a director on retirement pursuant to section 293 of the Act shall, for the purposes of article 99, be treated as having been last elected on the day on which he was last elected before his retirement pursuant to section 293 of the Act. Section 293(6) of the Act shall not apply to the Company

REMOVAL AND DISQUALIFICATION OF DIRECTORS

103 REMOVAL BY ORDINARY RESOLUTION

In addition to any power of removal conferred by the Acts, the Company may by ordinary resolution remove any director before the expiration of his period of office (without prejudice to any claim for damages which he may have for breach of any contract of service between him and the Company) and may (subject to these articles) by ordinary resolution appoint another person who is willing to act to be a director in his place. Any person so appointed shall be treated, for the purposes of determining the time at which he or any other director is

to retire, as if he had become a director on the day on which the person in whose place he is appointed was last appointed or reappointed a director

104 VACATION OF OFFICE BY DIRECTOR

104 1 Without prejudice to the provisions for retirement (by rotation or otherwise) contained in these articles, the office of a director shall be vacated if

104 1 1 he resigns by notice delivered to the secretary at the office or tendered at a board meeting,

104 1 2 he ceases to be a director by virtue of any provision of the Acts, is removed from office pursuant to these articles or becomes prohibited by law from being a director,

104 1 3 he becomes bankrupt, has an interim receiving order made against him, makes any arrangement or compounds with his creditors generally or applies to the court for an interim order under the Insolvency Act 1986 in connection with a voluntary arrangement under that Act,

104 1 4 an order is made by any court of competent jurisdiction on the ground (however formulated) of mental disorder for his detention or for the appointment of a guardian, receiver, curator bonis or other person to exercise powers with respect to his affairs, or he is admitted to hospital following an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, under the Mental Health (Scotland) Act 1984 (or under any legislation amending or replacing the same), and the board resolves that his office be vacated,

104 1 5 both he and his alternate director (if any) appointed pursuant to the provisions of these articles have been absent, without the permission of the board, from board meetings for six consecutive months and the board resolves that his office be vacated,

104 1 6 his contract as a director expires or is terminated for any reason and is *neither* renewed nor a new contract granted within 14 days, or

104 1 7 he is removed from office by notice addressed to him at his last known address and signed by all his co-directors (without prejudice to any claim for

damages which he may have for breach of any contract of service between him and the Company)

104 2 If the office of a director is vacated for any reason, he shall cease to be a member of any committee or sub-committee of the board

104 3 A resolution of the board declaring a director to have vacated office under the terms of this article 104 shall be conclusive as to the fact and grounds of vacation stated in the resolution.

REMUNERATION OF DIRECTORS

105 DIRECTORS' FEES

Unless otherwise determined by the Company by ordinary resolution, the directors (other than alternate directors) shall be paid for their services as directors such aggregate fees (not exceeding £125,000 per annum or such larger amount as the Company may by ordinary resolution provide) as the board may decide, to be divided among the directors in such proportion and manner as it may determine or, in default of determination, equally. The maximum aggregate level of fees stipulated by or in accordance with this article 105 shall be increased on each anniversary of the date of the adoption of these articles (or, if appropriate, the date upon which the maximum was last fixed by ordinary resolution in accordance with this article 105) by the same percentage increase as the percentage increase in the General Index of Retail Prices for all items (or such other comparable index as may be substituted therefor from time to time before such anniversary) in the 12 months immediately preceding such date. Any fee payable pursuant to this article 105 shall be distinct from any salary, remuneration or other amounts payable to a director pursuant to other provisions of these articles and shall accrue from day to day.

106 ADDITIONAL REMUNERATION

Any director who serves on any committee or who devotes special attention to the business of the Company or who otherwise performs any services on behalf of the Company or its business which in the opinion of the board are outside the scope of the ordinary duties of a director, may be paid such reasonable additional remuneration for so doing, whether by way of additional fees, salary, percentage of profits or otherwise, as the board may from time to time determine.

107 REMUNERATION OF EXECUTIVE DIRECTOR

The salary or remuneration of any director appointed to hold any employment or executive office in accordance with the provisions of these articles shall be such as the board may from time to time determine and may be either a fixed sum of money, or may altogether or in part be governed by business done or profits made or otherwise determined by the board, and may be in addition to or in lieu of any fee payable to him for his services as director pursuant to these articles

DIRECTORS' EXPENSES

108 EXPENSES

Each director shall be entitled to be repaid all reasonable travelling, hotel and other expenses properly incurred by him in the performance of his duties as director, including any expenses incurred in attending meetings of the board or of committees or general meetings or separate meetings of the holders of any class of shares or debentures of the Company

DIRECTORS' INTERESTS

109 DIRECTORS' INTERESTS IN TRANSACTIONS OR ARRANGEMENTS WITH THE COMPANY

109 1 Subject to compliance with article 111, a director, despite his office

109 1 1 may enter into or otherwise be interested in any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,

109 1 2 (except that of auditor or auditor of a subsidiary of the Company) may hold any other office or place of profit under the Company in conjunction with the office of director and may act by himself or through his firm in a professional capacity to the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a director,

109 1 3 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any company promoted by the Company or in which the Company is otherwise (directly or indirectly) interested or as regards which the Company has any powers of appointment, and

109 1 4 shall not be hable to account to the Company for any profit, remuneration or other benefit realised by any such office, employment, transaction or arrangement and no such transaction or arrangement shall be avoided on the grounds of any such interest or benefit

109 2 Save as provided in this article 109, a director shall not vote on, or be counted in the quorum in relation to, any resolution of the directors concerning any contract, transaction or arrangement or any other proposal, in which he (or any person connected with him as detailed in article 109 8) is interested

109 3 Subject to the provisions of the Acts, a director shall (in the absence of some other interest than is set out below) be entitled to vote, and be counted in the quorum, in respect of any resolution concerning any contract, transaction or arrangement, or any other proposal

109 3 1 in which he has an interest of which he is not aware,

109 3 2 in which he has an interest which cannot reasonably be regarded as likely to give rise to a *conflict of interest*,

109 3 3 in which he has an interest only by virtue of interests in shares, debentures or other securities of the Company, or by reason of any other interest in or through the Company,

109 3 4 which involves the giving of any guarantee, security or indemnity in respect of

109 3 4 1 money lent or obligations incurred by him or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings, or

109 3 4 2 a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part, either alone or jointly with others, under a guarantee or indemnity or by the giving of security,

109 3 5 concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiary undertakings in which offer he is or may be entitled to participate as a holder of securities, or in the underwriting or sub-underwriting of which the director is to participate,

109 3 6 concerning any other body corporate in which he (and any person connected with him) has a direct or indirect interest of any kind (including an interest by holding any position, or by holding an interest in shares, in that body corporate), provided that he (and any person connected with him) does not hold an interest in shares (within the meaning set out in sections 820-825 of the 2006 Act) representing one per cent or more of either any class of equity share capital, or the voting rights, in such body corporate (excluding any shares of that class, or any voting rights attached to shares, which are held as treasury shares),

109 3 7 relating to an arrangement for the benefit of the employees or former employees of the Company or any of its subsidiary undertakings which does not award him any privilege or benefit not generally awarded to the employees or former employees to whom such arrangement relates, or

109 3 8 concerning

109 3 8 1 insurance which the Company proposes to maintain or purchase for the benefit of directors or for the benefit of persons including directors; or

109 3 8 2 indemnities in favour of directors, or

109 3 8 3 the funding of expenditure by one or more directors on defending proceedings against such director or them or doing anything to enable such director or directors to avoid incurring such expenditure

109 4 Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment or its termination) of two or more directors to offices or places of profit with the Company or any company in which the Company is interested, such proposals may be divided and a separate resolution considered in relation to each director. In such case, each of the directors concerned (if not otherwise debarred from voting under this article 109) shall be entitled to vote (and be counted in the quorum) in respect of each resolution, except that concerning his own appointment

109 5 If any question arises at any meeting as to whether any interest of a director prevents him from voting or being counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be referred to the chairman of the meeting. The chairman of the meeting's ruling in relation to the director concerned (other than himself) shall be final and conclusive (except

where it subsequently becomes apparent that the nature or extent of the interests of the director concerned have not been fairly disclosed)

109 6 If any question arises at any meeting as to whether any interest of the chairman of the meeting prevents him from voting or being counted in a quorum, and such question is not resolved by his voluntarily agreeing to abstain from voting or being counted in the quorum, such question shall be decided by resolution of the directors or committee members present at the meeting (excluding the chairman) The majority vote of the directors or committee members shall be final and conclusive (except where it subsequently becomes apparent that the nature or extent of the interests of the chairman of the meeting have not been fairly disclosed)

109 7 Subject to the provisions of the Acts, the Company may by ordinary resolution suspend or relax the provisions of this article 109, either generally or in respect of any particular matter, or ratify any transaction not duly authorised by reason of a contravention of this article 109

109 8 For the purposes of this article 109

109 8 1 sections 252-255 of the 2006 Act shall be applied to determine whether a person is connected with a director,

109 8 2 an interest of a person who is connected with a director shall be treated as an interest of the director,

109 8 3 in relation to an alternate, an interest of his appointor shall be treated as an interest of the alternate, in addition to any interest which the alternate otherwise has, and

109 8 4 without prejudice to article 109 8 3, the provisions of this article 109 shall apply to an alternate director as if he were a director otherwise appointed

110 **DIRECTORS' INTERESTS OTHER THAN IN RELATION TO TRANSACTIONS OR ARRANGEMENTS WITH THE COMPANY**

110 1 For the purposes of this article 110 and article 111

"**Relevant Situation**" means a situation or matter in which a director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it) but excludes (i) any

situation or matter which cannot reasonably be regarded as likely to give rise to a conflict of interest and (u) any conflict of interest arising in relation to a transaction or arrangement with the Company,

"Interested Director" means, in relation to any Relevant Situation, any director interested in that Relevant Situation, and

any reference to a conflict of interest includes a conflict of interest and duty and a conflict of duties

- 110 2 The directors shall have the power to authorise any Relevant Situation on such terms as they determine. Such authorisation shall be effective only if
- 110 2 1 any requirement as to the quorum at the meeting of the directors at which the Relevant Situation is considered is met without counting the Interested Director(s), and
- 110 2 2 any resolution authorising the Relevant Situation was agreed to without the Interested Director(s) voting or would have been agreed to if the votes of the Interested Director(s) had not been counted
- 110 3 Any terms determined by the directors under article 110 2 may be imposed at the time of authorisation or may be imposed or varied subsequently and may include (without limitation)
- 110 3 1 whether the Interested Director(s) may vote (or be counted in the quorum at a meeting) in relation to any resolution relating to the Relevant Situation,
- 110 3 2 the exclusion of the Interested Director(s) from all information and discussion by the Company of the Relevant Situation, and
- 110 3 3 (without prejudice to the general obligations of confidentiality) the application to the Interested Director(s) of a strict duty of confidentiality to the Company for any confidential information of the Company in relation to the Relevant Situation
- 110 4 An Interested Director must act in accordance with any terms determined by the directors under article 110 2
- 110 5 Except as specified in article 110 2, any proposal made to the directors and any authorisation by the directors in relation to a Relevant Situation shall be dealt with in the same way as any

other matter may be proposed to and resolved upon by the directors in accordance with the provisions of these Articles

110 6 Any authorisation of a Relevant Situation given by the directors under article 110 2 may provide that, where the Interested Director obtains (other than through his position as a director) information that is confidential to a third party, he will not be obliged to disclose it to the Company or to use it in relation to the Company's affairs in circumstances where to do so would amount to a breach of that confidence

110 7 A director shall not, by reason of his holding office as a director (or of the fiduciary relationship established by holding that office), be liable to account to the Company for any remuneration, profit or other benefit resulting from any Relevant Situation authorised under article 110 2 and no contract shall be liable to be avoided on the grounds of any director having any type of interest authorised under article 110 2, nor shall the receipt of any such remuneration, profit or other benefit constitute a breach of his duty under section 176 of the 2006 Act

111 PROVISIONS APPLICABLE TO DECLARATIONS OF INTEREST

111 1 An Interested Director shall declare the nature and extent of his interest in a Relevant Situation to the other directors

111 2 A director who is in any way (directly or indirectly) interested in any proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors

111 3 A director who is in any way (directly or indirectly) interested in a transaction or arrangement that has been entered into by the Company shall declare the nature and extent of his interest to the other directors unless the interest has been declared under article 111 2

111 4 The declaration of interest must (in the case of article 111 3) and may, but need not (in the case of article 111 1 or 111 2) be made

111 4 1 at a meeting of the directors, or

111 4 2 by notice to the directors in accordance with section 184 or section 185 of the 2006 Act

- 111 5 If a declaration of interest proves to be, or becomes, inaccurate or incomplete, a further declaration must be made
- 111 6 Any declaration of interest required by article 111 1 must be made as soon as is reasonably practicable
- 111 7 Any declaration of interest required by article 111 2 must be made before the Company enters into the transaction or arrangement.
- 111 8 Any declaration of interest required by article 111 3 must be made as soon as is reasonably practicable. Failure to comply with this requirement does not affect the underlying duty to make the declaration.
- 111 9 A declaration in relation to an interest of which the director is not aware is not required. For this purpose, a director is treated as being aware of matters of which he ought reasonably to be aware
- 111 10 A director need not declare an interest
- 111 10 1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
- 111 10 2 if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware), or
- 111 10 3 if, or to the extent that, it concerns terms of his service contract that have been or are to be considered by a meeting of the directors or by a committee of the directors appointed for the purpose under the articles

DIRECTORS' GRATUITIES AND BENEFITS

112 BENEFITS

- 112 1 The board may exercise all the powers of the Company to provide pensions or other retirement or superannuation benefits and to provide death or disability benefits or other allowances or gratuities (by insurance or otherwise) for any person who is, or has at any time been, a director of or employed by or in the service of the Company or of any company which is a subsidiary of or allied to or associated with the Company or of any such subsidiary or of any predecessor in business of the Company or of any such subsidiary, and for any member of his family (including a spouse or

former spouse) or any person who is, or was, dependent on him. For such purpose, the board may establish, maintain, subscribe and contribute to any scheme, trust or fund and pay premiums. The board may procure any of these matters to be done by the Company, either alone or in conjunction with any other person.

- 112.2 Any director or former director shall be entitled to receive and retain for his own benefit any pension or other benefit provided under this article 112 and shall not be obliged to account for it to the Company.

PROCEEDINGS OF DIRECTORS AND COMMITTEES

113 BOARD MEETINGS

Subject to the provisions of these articles, the board may meet for the despatch of business, adjourn and otherwise regulate its proceedings as it thinks fit.

114 NOTICE OF BOARD MEETINGS

Any director may, and the secretary at the request of a director shall, summon a board meeting at any time by notice (which need not be in writing) served on the members of the board. Notice of a board meeting shall be deemed to be duly given to a director if it is given to him personally or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. A director may waive the requirement that notice be given to him of any board meeting, either prospectively or retrospectively. A director absent or intending to be absent from the United Kingdom may request the board in writing that notices of board meetings shall, during his absence, be sent to him at any address given by him to the Company for this purpose, but if no such request is made or if oral notice only is given of a board meeting and there is no facsimile transmission number given with such address, it shall not be necessary to give notice of a board meeting to a director who is absent from the United Kingdom. Where such address is outside the United Kingdom, notice may be sent by facsimile transmission or otherwise, but the Company shall not be obliged to give the director a longer period of notice than he would have been entitled to had he been present in the United Kingdom.

115 QUORUM

The quorum necessary for the transaction of business may be determined by the board and, until otherwise determined, shall be two directors. A duly convened meeting of the board at

which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions for the time being vested in or exercisable by the board

116 CHAIRMAN OF THE BOARD

The board may appoint one of its body as chairman to preside at every board meeting at which he is present and one or more deputy chairmen, and determine the period for which he is or they are to hold office (and may at any time remove him or them from office), but if no such chairman or deputy chairman is elected, or if at any meeting neither the chairman nor a deputy chairman is present within 15 minutes of the time appointed for holding the same, the directors present shall choose one of their number to be chairman of such meeting. In the event of two or more deputy chairmen being present, the senior of them shall act as chairman of the meeting, seniority being determined by length of office since their last appointment or reappointment. As between two or more who have held office an equal length of time, the deputy chairman to act as chairman shall be decided by those directors and alternate directors (in the absence of their appointors) present. Any chairman or deputy chairman may also hold executive office in the Company.

117 VOTING

Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote.

118 PARTICIPATION BY TELEPHONE

Any director, directors or alternate may validly participate in a meeting of the board or a committee of the board through the medium of one or more conference telephones or similar form of communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Acts, all business transacted in such manner by the board or a committee of the board shall, for the purposes of these articles, be deemed to be validly and effectively transacted at a meeting of the board or a committee, even though fewer than two directors are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

119 RESOLUTION IN WRITING

A resolution in writing executed by all the directors for the time being entitled to receive notice of a board meeting (not being less than a quorum) or by all members of a committee of the board, shall be as valid and effective for all purposes as a resolution duly passed at a meeting of the board, (or committee, as the case may be), and may consist of several documents in the same form, each executed by one or more of the directors or members of the relevant committee, and may be in any form as the directors determine including facsimile transmission. Such a resolution need not be signed by an alternate director if it is signed by the director who appointed him, and a resolution signed by an alternate need not also be signed by his appointor.

120 PROCEEDINGS OF COMMITTEES

All committees of the board shall, in the exercise of the powers delegated to them and in the transaction of business, conform to any mode of proceedings and regulations which may be prescribed by the board, and, subject to that, shall be governed by such of these articles which regulate the proceedings of the board as are capable of applying.

121 VALIDITY OF PROCEEDINGS OF THE BOARD OR COMMITTEE

All acts done by a meeting of the board, or of a committee of the board, or by any person acting as a director, alternate director or member of a committee shall, even though it is afterwards discovered that there was some defect in the appointment of any person or persons acting as such, or that they or any of them were or was disqualified from holding office or not entitled to vote, or had in any way vacated their or his office, be as valid as if every such person had been duly appointed, and was duly qualified and had continued to be a director, alternate or member of a committee and entitled to vote.

SECRETARY AND AUTHENTICATION OF DOCUMENTS

122 SECRETARY

122.1 Subject to the provisions of the Acts, the board shall appoint a secretary or joint secretaries and shall have power to appoint one or more persons to be an assistant or deputy secretary at such remuneration and upon such conditions as it thinks fit. The board may from time to time remove any person so appointed from office and appoint another or others in his place.

122 2 Any provision of the Acts or of these articles requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in the place of, the secretary

122 3 Anything required or authorised to be done by or to the secretary may, if the office is vacant or there is for any other reason no secretary capable of acting, be done by or to any assistant or deputy secretary or, if there be no assistant or deputy secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the board

123. AUTHENTICATION OF DOCUMENTS

Any director or the secretary or any person appointed by the board for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including its memorandum and articles of association) and any resolutions passed by the Company or the board or a committee of the board and any books, records, documents and accounts relating to the business of the Company, and to certify copies of them or extracts from them as true copies or extracts and any such authentication or certification shall be conclusive and binding on all concerned

MINUTES

124 BOARD MINUTES

The board shall cause minutes to be made, in books kept for the purpose, of

124.1 all appointments of officers and committees made by the board and of any salary or remuneration,

124 2 the names of directors present at every meeting of the board, committees of the board, the Company or the holders of any class of shares or debentures of the Company, and

124 3 all orders, resolutions and proceedings of such meetings

Any such minutes, if purporting to be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting or the secretary, shall be receivable as prima facie evidence of the matters stated in such minutes without any further proof

SEALS

125 SAFE CUSTODY

The board shall provide for the safe custody of every seal

126 APPLICATION OF SEALS

126 1 A seal shall be used only by the authority of a resolution of the board or of a committee of the board. The board may determine who shall sign any instrument to which a seal is affixed or which is intended to take effect as if executed under seal (or, in the case of share certificates, on which the seal is printed), either generally or in relation to a particular instrument or type of instrument. The board may also determine, either generally or in any particular case, that such signature may be dispensed with or affixed by some mechanical means. Unless otherwise determined by the board

126 1 1 share certificates and, subject to the provisions of any instrument constituting the same, certificates issued in respect of any debentures or other securities, need not be signed or, if signed, any signature may be applied by any mechanical or other means or may be printed on them, and

126 1 2 every other instrument to which a seal is affixed shall be signed by one director and the secretary or by two directors

126 2 Any instrument signed by one director and the secretary or by two directors and expressed to be executed by the Company shall have the same effect as if executed under a seal

126 3 Nothing in these articles shall require the Company to issue under the seal any certificate or other instrument which is not by law required to be so issued

127 OFFICIAL SEAL FOR USE ABROAD

The Company may exercise the powers conferred by the Acts with regard to having an official seal for use abroad, and such powers shall be vested in the board

128 SECURITIES SEAL

Any seal which is to be used as a securities seal shall be used only for sealing securities issued by the Company and documents creating or evidencing securities so issued. Any such securities or documents sealed with the securities seal shall not be required to be signed

CHEQUES, BILLS AND NOTES

129 CHEQUES, BILLS AND NOTES

The directors may draw, make, accept, or endorse, or authorise any other person or persons to draw, make, accept, or endorse any cheques, bills of exchange, promissory notes or other negotiable instruments, provided that every cheque, bill of exchange, promissory note or other negotiable instrument drawn, made or accepted shall be signed by such persons or person as the directors may appoint for the purpose

DIVIDENDS AND OTHER PAYMENTS

130 DECLARATION OF DIVIDENDS

Subject to the provisions of the Acts and of these articles, the Company may by ordinary resolution declare a dividend to be paid to the members according to their respective rights and interests in the profits of the Company, but no dividend shall exceed the amount recommended by the board

131 INTERIM DIVIDENDS

Subject to the provisions of the Acts, the board may declare or pay such interim dividends (including any dividend payable at a fixed rate) as appear to it to be justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the board may pay interim dividends on shares which rank after shares conferring preferred rights with regard to dividend as well as on shares with preferred rights, unless at the time of payment any preferential dividend is in arrear and, provided the board acts in good faith, it shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of any interim dividend on any shares ranking after those with preferred rights.

132 ENTITLEMENT TO DIVIDENDS

Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares in respect of which the dividend is paid on the record date determined by the board in respect of that dividend, but no amount paid up or credited as paid up on a share in advance of a call shall be treated for the purpose of this article 132 as paid up on the share. Subject as aforesaid, all dividends shall be apportioned and paid proportionately to the amount paid up on the shares

during any portion or portions of the period in respect of which the dividend is paid except that if any share is issued on terms providing that it shall carry any particular entitlement as to dividend such share shall rank for dividend accordingly

133 METHOD OF PAYMENT

133 1 The Company may pay any dividend, interest or other sum payable in respect of a share in cash or by cheque, warrant or money order. In addition, any such dividend or other sum may be paid by any bank or other funds transfer system or by such other means and to or through such person as the holder or joint holders may direct in writing. In respect of shares in uncertificated form, where the Company is authorised to do so by or on behalf of the holder or joint holders in such manner as the Company shall, from time to time, consider sufficient, the Company may pay any such dividend or other sum by means of the relevant system concerned (subject always to the facilities and requirements of that relevant system). Without prejudice to the generality of the foregoing, in respect of shares in uncertificated form, such payment may include the sending by the Company or by any person on its behalf of an instruction to the operator of the relevant system to credit the cash memorandum account of the holder or joint holders or, if permitted by the Company, of such person as the holder or joint holders may direct in writing.

133 2 Every such cheque, warrant or money order may be sent by post to the registered address of the person entitled to it and, in the case of joint holders (or of two or more persons being jointly entitled to a share by reason of the death or bankruptcy of a member or otherwise by operation of law), to the registered address of that person whose name stands first in the register (or, in the case of persons entitled on death or bankruptcy, if their names are not entered in the register, to such of those persons whose surname stands alphabetically first), or to such person and address as the person or persons entitled may direct in writing. Every cheque, warrant or money order is sent at the risk of the person entitled to the money represented by it. Without prejudice to the generality of the foregoing, if any such cheque, warrant or money order has or is alleged to have been lost, stolen or destroyed, the board may, if the person entitled to such cheque, warrant or money order requests it, issue a replacement cheque, warrant or money order subject to compliance with such conditions as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in connection with the request as the board thinks fit.

133 3 The Company shall have no responsibility for any sum lost or delayed in the course of transfer by or through any bank or other funds transfer system (including the relevant system concerned) or when it has acted on any directions given in writing by the person or persons entitled to it.

133 4 The payment of the cheque, warrant or money order or the collection of funds from or transfer of funds by a bank or other funds transfer system in accordance with article 133 1 or, in respect of shares in uncertificated form, the making of payment in accordance with the facilities and requirement of the relevant system concerned shall be a good discharge to the Company

133 5 Any joint holder or other person jointly entitled to any share may give an effective receipt for all dividends and other monies paid in respect of such share

133 6 Without prejudice to any other provision of these articles, the board may withhold payment of any dividend payable to any person entitled to a share by reason of the death or bankruptcy of the holder, until such person has provided such evidence of his right as the board may reasonably require

134 **DIVIDENDS NOT TO BEAR INTEREST**

No dividend or other monies payable by the Company on or in respect of any share shall bear interest as against the Company unless otherwise provided by the rights attached to the shares

135 **CALLS OR DEBTS MAY BE DEDUCTED FROM DIVIDENDS**

The board may deduct from any dividend or other monies payable to any person on or in respect of a share all such sums as may be due from him to the Company on account of calls or otherwise in relation to shares of the Company

136 **UNCLAIMED DIVIDENDS ETC**

All unclaimed dividends, interest or other sums payable may be invested or otherwise made use of by the board for the benefit of the Company until claimed. All dividends unclaimed for a period of 12 years after having been declared or become due for payment shall be forfeited and cease to remain owing by the Company. The payment of any unclaimed dividend, interest or other sum payable by the Company on or in respect of any share into a separate account shall not constitute the Company a trustee in respect of it.

137 UNCASHED DIVIDENDS

If on two consecutive occasions cheques, warrants or orders for dividends or other monies payable in respect of a share sent by the Company to the person entitled to it are returned to the Company or left uncashed during the period for which the same are valid or any transfer by bank or other funds transfer system has not been satisfied or, following one such occasion, reasonable enquiries have failed to establish any new address of the registered holder, the Company shall not be obliged to send or transfer any dividends or other monies payable in respect of that share due to that person until he notifies the Company of an address to be used for the purpose

138 PAYMENT OF DIVIDENDS IN SPECIE

Without prejudice to any other provision of these articles, the board may, with the authority of an ordinary resolution of the Company, direct that payment of any dividend declared may be satisfied wholly or in part by the distribution of specific assets and, in particular, of paid up shares or debentures of any other company. The board may settle any difficulty which arises in relation to the distribution, as it thinks fit and, in particular, may ignore fractions, and may fix the value for the distribution of such specific assets or any part of them, and may determine that cash payments may be made to any members on the basis of the value so fixed in order to secure equality of distribution, and may vest any such assets in trustees on trust for the persons entitled to the dividend as may seem expedient to the board

139 PAYMENT OF SCRIP DIVIDENDS

139.1 Without prejudice to any other provision of these articles, the board may, with the prior authority of an ordinary resolution of the Company, offer holders of a particular class of shares the right to elect to receive further shares of that class, credited as fully paid, instead of cash in respect of all or part of any dividend or dividends specified by the ordinary resolution, subject to such exclusions, restrictions or other arrangements as the board may, in its absolute discretion, deem necessary or desirable in relation to compliance with legal or practical problems under the laws of any territory, or the requirements of any recognised regulatory body or any stock exchange in any territory

139.2 The following provisions shall apply where payment of a dividend is satisfied in accordance with article 139.1

139 2 1 the ordinary resolution may specify a particular dividend or may relate to all or any dividends declared or paid within a specified period, but such period may not end later than the beginning of the annual general meeting next following the date of the meeting at which the ordinary resolution is passed,

139 2 2 the basis of allotment shall be determined by the board so that, as nearly as may be considered convenient without involving any rounding up of fractions, the value (calculated by reference to the average quotation) of the new ordinary shares (including any fractional entitlement) to be allotted instead of any amount of dividend (disregarding any associated tax credit) shall equal such amount. For such purpose, the "average quotation" of an ordinary share shall be the average of the middle market quotations for a fully paid ordinary share of the Company as derived from the Daily Official List of the London Stock Exchange on the business day on which the relevant dividend is declared and the four preceding business days, or shall be as determined by or in accordance with the ordinary resolution,

139 2 3 the board may make such provisions as it considers necessary or expedient in relation to any offer to be made pursuant to this article 139, including but not limited to the giving of notice to shareholders of the right of election offered to them, the provision of forms of election (whether in respect of a particular dividend or dividends generally), and the procedure for making and revoking such elections and the place at which, and the latest time by which, forms of election and any other relevant documents must be lodged in order to be effective, and provision by which, in whole or in part, fractional entitlements are disregarded or rounded up or down or the benefit of fractional entitlements accrues to the Company (rather than to the members concerned),

139 2 4 the relevant dividend (or that part of the dividend in respect of which a right of election has been offered) shall not be declared or payable on shares in respect of which an election has been duly made ("elected shares") and instead additional shares of the Relevant Class shall be allotted to the holders of the elected shares on the basis of allotment calculated as stated in article 139 2 2. For such purpose, the board may capitalise, out of any amount for the time being standing to the credit of any reserve or fund (including any share premium account or capital redemption reserve) or any of the profits which could otherwise have been applied in paying dividends in cash as the

board may determine, a sum equal to the aggregate nominal amount of the additional shares to be allotted on that basis, and apply it in paying up in full the appropriate number of unissued shares for allotment and distribution to the holders of the elected shares on such basis. A board resolution capitalising any part of any reserve or profits as mentioned in this article 139 shall have the same effect as if such capitalisation had been declared by ordinary resolution of the Company in accordance with these articles and, in relation to any such capitalisation, the board may exercise all the powers conferred on it by these articles without need of such ordinary resolution,

139 2 5 the additional shares so allotted shall be allotted as at the record date for the dividend in respect of which the right of election has been offered, and shall rank *pari passu* in all respects with each other and with the fully paid shares of that class then in issue, except that they will not rank for any dividend or other distribution or other entitlement which has been declared, made or paid by reference to such record date

CAPITALISATION OF PROFITS AND RESERVES

140 CAPITALISATION

The board may, with the authority of an ordinary resolution of the Company

140 1 resolve to capitalise any amount standing to the credit of the Company's reserves, share premium account or capital redemption reserve or to the credit of the profit and loss account not required for paying any preferential dividend (whether or not the same are available for distribution),

140 2 appropriate the sum resolved to be capitalised to the members in proportion to the nominal amount of ordinary shares (whether or not fully paid) held by them respectively, and apply such sum on their behalf in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid up, to the members, or as they may direct, in those proportions, or partly in one way and partly in the other provided that the share premium account, the capital redemption reserve and any profits which are not available for distribution may, for the purposes of this

article 140, only be applied in paying up unissued shares to be issued to members credited as fully paid,

140 3 where any difficulty arises with regard to any distribution of any capitalised reserve or other sum, settle the matter as it thinks expedient and, in particular, in the case of shares or debentures becoming distributable under this article 140 in fractions, make such provisions by ignoring fractions or by payment in cash or otherwise as it thinks fit,

140 4 authorise any person to enter into an agreement with the Company (on behalf of all the members concerned) providing for either the allotment to the members respectively, credited as fully paid up, of any shares or debentures to which they may be entitled on such capitalisation, or for the payment up by the Company on behalf of such members (by applying their respective proportions of the profits resolved to be capitalised) of the amounts or any part of the amounts remaining unpaid on their existing shares (any agreement made under such authority being effective and binding on all such members), and

140 5 generally do all acts and things required to give effect to such resolution

RECORD DATES

141 RECORD DATE

Regardless of any other provision of these articles but without prejudice to the rights attached to any shares, the Company or the board may fix any date as the record date for any dividend, distribution, allotment or issue, and such record date may be on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made.

ACCOUNTS

142 INSPECTION OF ACCOUNTS

142 1 The board shall cause accounting records to be kept in accordance with the Acts

142 2 The accounting records of the Company shall be kept at the office or, subject to the provisions of the Acts, at such other place as the board thinks fit and shall always be available during business hours for inspection by the directors and other officers. No member (other than a director or other officer) shall have any right to inspect any

accounting record or other document of the Company except as conferred by statute or authorised by the board

143 COPY TO BE SENT TO MEMBERS

A printed copy of every profit and loss account and balance sheet of the Company and the directors' and auditors' reports on the same (including all documents required by law to be annexed to the balance sheet) which is to be laid before the Company in general meeting (or such documents as may be required or permitted by law to be sent to members in lieu of such meeting) shall be sent by post or delivered to every member and every holder of debentures of the Company (whether or not such member or holder is entitled to receive notice of general meetings of the Company) and to the auditors at least 21 clear days before the date of the meeting. This article shall not require a copy of any documents to which it applies to be sent to any member or holder of debentures of whose address the Company is unaware or to more than one of the joint holders of any shares or debentures or to any member who has not supplied the Company with an address for service in the United Kingdom or to any member who is not entitled to notices pursuant to article 146 4

144 SUMMARY FINANCIAL STATEMENTS

Where permitted by the Acts, the requirements of article 143 shall be deemed to be satisfied as far as the members are concerned if, instead of the copies referred to in article 143, a summary financial statement derived from the Company's annual accounts and the directors' report in the form, and containing the information, prescribed by the Acts and any regulations made under them is sent to each member or holder of the debentures of the Company

NOTICES

145 NOTICES TO BE IN WRITING

145 1 Any notice to be given to or by any person pursuant to these articles shall be in writing, except that a notice convening a meeting of the board or of a committee of the board need not be in writing

145 2 The signature of any notice required to be given by the Company may be written or printed

146 SERVICE OF NOTICE ON MEMBERS

- 146 1 Any notice or other document may be served on or delivered to any member by the Company, either personally or by sending it through the post in a prepaid envelope addressed to the member at his registered address, or by leaving it at that address (or at any other address in the United Kingdom notified for the purpose) in an envelope addressed to the member
- 146 2 In the case of joint holders of a share, all notices shall be given to whichever of such persons is named first in the register in respect of the joint holding, and notice so given shall be sufficient notice to all joint holders
- 146 3 If a member (or, in the case of joint holders, the person first named in the register) has a registered address outside the United Kingdom but has notified the Company of an address within the United Kingdom at which notices or other documents may be given to him, he shall be entitled to have notices given to him at that address, but otherwise no such member (or joint holders) shall be entitled to receive any notice or document from the Company
- 146 4 If, as a result of all or some of the notices, dividend warrants or other documents given or sent by the Company to a member being returned undelivered to the Company or other reasonable evidence, it is apparent that during a period of at least two consecutive years such documents have not been received by that member then the Company shall no longer be obliged to give notices to that member until he notifies the Company of another address to be entered as *his registered address*, or, in the case of a member whose registered address is outside the United Kingdom, another address in the United Kingdom as his address for service
- 146 5 Any notice or document to be given or delivered to a member shall be deemed to have been duly given to or delivered to any member who under article 146 3 or 146 4 or any other provision of these articles is not entitled to the same from the Company by exhibiting the same at the office
- 146 6 Any notice or other document may be served or delivered by the Company by reference to the register as it stands at any time not more than 15 days before the date of service or delivery. The issue or transfer of any share or any change in the register after that time shall not affect the validity of that service or delivery

147 NOTICE BY ADVERTISEMENT

147 1 If at any time, by reason of the suspension or curtailment of postal services within the United Kingdom, the Company is unable effectively to convene a general meeting by sending notices through the post, the board may (subject in the case of an annual general meeting to section 240 of the Act), in its absolute discretion and as an alternative to any other method of service permitted by these articles, resolve to convene a general meeting by a notice advertised in at least one national newspaper. In any such case the Company shall send confirmatory copies of the notice by post if, at least seven clear days before the meeting, the posting of notices to addresses throughout the United Kingdom again becomes practicable.

147 2 Any notice required to be given by the Company to a member and not expressly required by the articles or the Acts to be given in any particular manner, may be sufficiently given by advertisement in at least one national newspaper.

148 EVIDENCE OF SERVICE

148 1 A notice or other document addressed to a member at his registered address or address for service in the United Kingdom shall, if sent by post, be deemed to have been served or delivered at the latest within 24 hours if prepaid as first class and within 48 hours if prepaid as second class after the same shall have been posted and, in proving such service, it shall be sufficient to prove that the envelope containing such notice or document was properly addressed, prepaid and put into a post office or any postbox subject to the control of the Post Office.

148 2 Any notice or document not sent by post but left at a registered address or address for service in the United Kingdom shall be deemed to have been served or delivered on the day it was so left.

148 3 Where notice is given by way of newspaper advertisement, such notice shall be deemed to have been duly served on all members or person(s) entitled to receive notice at noon on the day when the advertisement appears or, if given by way of two or more advertisements which appear on different days, at noon on the last of the days when the advertisement appears.

148 4 A member present in person or by proxy at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received due notice of the meeting and, where requisite, of the purposes for which it was called

148 5 Any notice or document exhibited at the office shall be deemed to have been served or delivered on that day when it was first so exhibited

149 NOTICE BINDING ON TRANSFEREES ETC

Every person who, by operation of law, transfer or by any other means, becomes entitled to a share shall be bound by any notice in respect of that share (other than a notice served by the Company under section 212 of the Act) which, before his name is entered in the register, has been duly served on or delivered to a person from whom he derives his title

150 NOTICE IN CASE OF DEATH, BANKRUPTCY OR MENTAL DISORDER

In the case of the death or bankruptcy of a member or of any other event giving rise to a transmission of entitlement to a share by operation of law, the Company may serve or deliver a notice or document to the person entitled in consequence of such event as if he was the holder of a share by addressing it to him by name or by the title of representative of the deceased or trustee of the bankrupt member (or by any similar designation) at an address within the United Kingdom supplied for that purpose by the person claiming to be so entitled. Until such an address has been supplied, a notice or document may be served or delivered in any manner in which this might have been done if the death or bankruptcy had not occurred. Service or delivery in accordance with this article 150 shall be deemed to be sufficient notice to all other persons interested in such share

DESTRUCTION OF DOCUMENTS

151 DOCUMENT DESTRUCTION

151 1 The Company may destroy

151 1 1 any share certificate which has been cancelled at any time after the expiry of one year from the date of such cancellation,

151 1 2 any mandate for the payment of dividends or other monies or any variation or cancellation of the same or any notification of change of name or address at

any time after the expiry of two years from the date such mandate, variation, cancellation or notification was recorded by the Company,

151 1 3 any instrument of transfer of shares (including any document constituting the renunciation of an allotment of shares) which has been registered at any time after the expiry of six years from the date of registration, and

151 1 4 any other document on the basis of which any entry in the register is made at any time after the expiry of six years from the *date an entry in the register* was first made in respect of it

151 2 It shall be presumed conclusively in favour of the Company that every entry in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate validly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed under this article 151 was a valid and effective document in accordance with the recorded particulars of it in the books or records of the Company, provided always that

151 2 1 the provisions of this article 151 shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim,

151 2 2 nothing contained in this article 151 shall be construed as imposing on the Company any liability in respect of the destruction of any such document earlier than provided for in this article 151 or in any case where the conditions of this article 151 are not fulfilled, and

151 2 3 references in this article 151 to the destruction of any document include references to its disposal in any manner

WINDING UP

152 WINDING UP

If the Company is wound up (whether the liquidation is voluntary, under supervision of the court or by the court), the liquidator may, with the authority of an extraordinary resolution and any other sanction required by law, divide among the members in kind the whole or any

part of the assets of the Company, whether or not the assets consist of property of one kind or different kinds. For this purpose, the liquidator may set such value as he considers fair on any one or more class or classes of property, and may determine, on the basis of such valuation, how such division shall be carried out as between members or classes of members, but if any such division is otherwise than in accordance with the existing rights of members, every member shall have the same right of dissent and other ancillary rights as if such resolution were a special resolution passed in accordance with section 110 of the Insolvency Act 1986. The liquidator may, with the same authority, transfer any part of the assets to trustees on such trusts for the benefit of members as the liquidator, with the same authority, thinks fit. The liquidator shall not, however (except with the consent of the member concerned), distribute to a member any asset to which there is attached a liability or potential liability for the owner.

153 PROVISION FOR EMPLOYEES ON CESSATION OR TRANSFER OF BUSINESS

The Company may only exercise the power conferred on it by section 187 of the Insolvency Act 1986 and section 719 of the Act with the prior sanction of a special resolution. If at any time the capital of the Company is divided into different classes of shares, such exercise of such power shall be deemed to be a variation of the rights attached to each class of shares and shall, accordingly, require the prior written consent of the holders of three-quarters in nominal value of the issued shares of each class or the prior sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of each class.

INDEMNITY AND INSURANCE

154 INDEMNITY

Subject to the provisions of the Acts, but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, secretary, auditor, other officer, agent or employee for the time being of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses, damages and liabilities incurred by him in or about the execution of his duties or the exercise of his powers or otherwise in relation to them including (without prejudice to the generality of the foregoing) any liability incurred in defending any proceedings, whether 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 in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to

him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company

155 INSURANCE

The board may exercise all the powers of the Company to purchase and maintain insurance for or for the benefit of any director or other officer or employee (including former directors and other officers or employees) of the Company or of any company which is a subsidiary of or allied to or associated with the Company or of any such subsidiary or of any predecessor in business of the Company or of any such subsidiary or any trustee of any pension fund in which employees of the Company or such other company are interested or any other person including insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability which may lawfully be insured against in relation to the affairs of the Company