

Registered Number 3894139

NATIONAL GRID GOLD LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDER'S WRITTEN RESOLUTIONS
CIRCULATED ON 17 MARCH 2011
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006

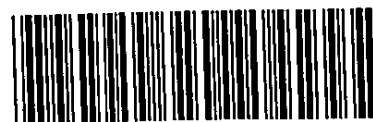
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolution be passed as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** all of the A ordinary shares in the capital of the Company with a nominal value of €1 00 each be redenominated as A ordinary shares each with a fixed nominal value in Sterling, such nominal value to be determined by taking the aggregate nominal amount of the A ordinary shares, translating that amount into Sterling at the Spot Rate of Exchange (as defined below), and dividing the result by the number of A ordinary shares. For this purpose, the "**Spot Rate of Exchange**" shall be calculated by reference to the spot rate of exchange as quoted on the National Grid REVAL system at close of business on **16 March 2011** (the rate prevailing on the day before this resolution was circulated), being a rate of €1 00 £[0 8675] and accordingly giving a nominal value of £[0 8675] per A ordinary share
- 2 **THAT** all of the preference shares of £1 00 each in the capital of the Company shall be converted into and redesignated as ordinary shares of £1 00 each in the capital of the Company and shall have the rights set out in the articles of association to be adopted pursuant to resolution 6 below
- 3 **THAT** subject to passing of resolutions 1 and 2 above, the share capital of the Company be reduced by reducing
 - (a) the nominal value of the issued A ordinary shares of £[0 8675] each in the capital of the Company to £0 01 each and the amount represented by such reduction be credited to the Company's reserves, and
 - (b) the nominal value of the issued ordinary shares of £1 00 each in the capital of the Company to £0 01 each and the amount represented by such reduction be credited to the Company's reserves
- 4 **THAT** subject to passing of resolutions 1, 2 and 3 above, the share premium account of the Company be reduced by the sum of £1,504,582,472 being the entire amount standing to the credit thereof and an amount equal to the aggregate amount of such reduction of share premium account be credited to the Company's reserves

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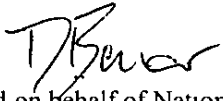
COMPANIES HOUSE

- 5 **THAT** subject to the passing of resolutions 1 and 3 above, all of the A ordinary shares of £0 01 each in the capital of the Company shall be converted into and redesignated as ordinary shares of £0 01 each in the capital of the Company and shall have the rights set out in the articles of association to be adopted pursuant to resolution 6 below
- 6 **THAT** subject to the passing of resolutions 1, 2, 3, 4 and 5 above, the articles of association attached (for the purpose of identification marked 'A') be approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company

Please read the explanatory notes at the end of this document before signifying your agreement to the resolution

We, the undersigned, were at the time the resolution was circulated the only member entitled to vote on the resolution and irrevocably agree to the resolution

Signed


for and on behalf of National Grid Holdings Limited
(Alternate for Andy Agg)

Date 17 March 2011

EXPLANATORY NOTES FOR SHAREHOLDERS:

- 1 If you agree to the resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by using one of the following methods

- **BY HAND:** by delivering the signed copy to National Grid Gold Limited at 1-3 Strand, London WC2N 5EH
- **BY POST:** by returning the signed copy by post to National Grid Gold Limited at 1-3 Strand, London WC2N 5EH

If you do not agree to the above resolution, you do not need to do anything

- 2 Once you have signified your agreement to the resolution, you may not revoke your agreement
- 3 Unless, by the date at the end of the 28-day period beginning on the circulation date, sufficient agreement has been received for the resolution to be passed, it will lapse. If you agree to the resolution, please ensure that signification of your agreement reaches us before or on this date

'A'

Company number 3894139

The Companies Act 2006

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

NATIONAL GRID GOLD LIMITED

(Adopted by Special Resolution passed on **17 MARCH**
2011)

CMS Cameron McKenna LLP

Mitre House

160 Aldersgate Street

London EC1A 4DD

T +44(0)20 7367 3000

F +44(0)20 7367 2000

CONTENTS

	PART 1 INTERPRETATION AND LIMITATION OF LIABILITY	1
1	Defined terms and interpretation	1
2	Liability of members	2
	PART 2 DIRECTORS	2
	DIRECTORS' POWERS AND RESPONSIBILITIES	2
3	Directors' general authority	2
4	Members' reserve power	2
5	Directors may delegate	2
6	Committees	3
	DECISION-MAKING BY DIRECTORS	3
7	Directors to take decisions collectively	3
8	Unanimous decisions	3
9	Calling a directors' meeting	4
10	Participation in directors' meetings	4
11	Quorum for directors' meetings	5
12	Chairing of directors' meetings	5
13	Casting vote	5
14	Directors' interests	5
15.	Conflicts of interest	6
16	Records of decisions to be kept	8
17	Directors' discretion to make further rules.	8
	APPOINTMENT OF DIRECTORS.	8
18	Methods of appointing and removing directors	8
19	Majority member's rights to appoint and remove directors	9
20	Directors' remuneration	9
21	Directors' expenses	10
	ALTERNATE DIRECTORS	10
22	Appointment and removal of alternate directors	10
23	Rights and responsibilities of alternate directors	10
24.	Termination of alternate directorship	11
	PART 3 SHARES AND DISTRIBUTIONS SHARES.	11
25	All shares to be fully paid up.	11
26	Powers to issue different classes of share	12
27	Payment of commissions on subscription for shares.	12
28	Company not bound by less than absolute interests	12
29	Disapplication of statutory pre-emption provisions	12
30	Alteration of share capital	12
31	Share certificates	13
32	Replacement share certificates	13
33	Share transfers	14
	DIVIDENDS AND OTHER DISTRIBUTIONS	14

34	Procedure for declaring dividends.	14
35	Payment of dividends and other distributions ...	15
36	No interest on distributions . ..	15
37	Non-cash distributions	15
38	Waiver of distributions	16
	CAPITALISATION OF PROFITS	16
39	Authority to capitalise and appropriation of capitalised sums ...	16
	PART 4 ADMINISTRATIVE ARRANGEMENTS . ..	17
40	Means of communication to be used	17
41	Company seals	17
42	Provision for employees on cessation of business . ..	17
43	Secretary	18
	DIRECTORS' INDEMNITY AND INSURANCE . . .	18
44	Indemnity	18
45	Insurance	18

The Companies Act 2006
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
of
NATIONAL GRID GOLD LIMITED

PART 1
INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms and interpretation

1.1 In the articles, unless the context requires otherwise

“articles” means the company’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

“chairman” has the meaning given in article 12,

“director” means a director of the company, and includes any person occupying the position of director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form,

“fully paid” in relation to a share, means that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company;

“holder” in relation to shares means the person whose name is entered in the register of members as the holder of the shares,

“instrument” means a document in hard copy form;

“paid” means paid or credited as paid,

“register of members” means the register of members of the company for the time being;

“relevant officer” means any person who is or was at any time a director, secretary or other officer (except an auditor) of the company or of any of its group undertakings;

“shares” means shares in the company, and

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1 2 The relevant model articles (within the meaning of section 20 of the Companies Act 2006) are excluded
- 1 3 Unless the context otherwise requires, other words or expressions contained in the articles bear the same meaning as in the Companies Act 2006 as in force on the date when the articles become binding on the company
- 1 4 Except where the contrary is stated or the context otherwise requires, any reference in the articles to a statute or statutory provision includes any order, regulation, instrument or other subordinate legislation made under it for the time being in force, and any reference to a statute, statutory provision, order, regulation, instrument or other subordinate legislation includes any amendment, extension, consolidation, re-enactment or replacement of it for the time being in force
- 1 5 Words importing the singular number only include the plural and vice versa. Words importing the masculine gender include the feminine and neuter gender. Words importing persons include corporations

2. Liability of members

The liability of the members is limited to the amount, if any, unpaid on the shares held by them

PART 2 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

4. Members' reserve power

- 4 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 4 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

5. Directors may delegate

- 5.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles:
- 5 1.1 to such person or such committee consisting of one or more persons,
 - 5 1.2 by such means (including by power of attorney),
 - 5 1.3 to such an extent,
 - 5 1.4 in relation to such matters or territories, and

5 1 5 on such terms and conditions

as they think fit The power to delegate shall be effective in relation to the powers, authorities and discretions of the directors generally and shall not be limited by the fact that in certain of the articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the directors or by a committee authorised by the directors

5 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

5 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

6. Committees

6 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors

6 2 A member of a committee need not be a director

6 3 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

DECISION-MAKING BY DIRECTORS

7. Directors to take decisions collectively

7 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.

7 2 If

7 2 1 the company only has one director, and

7 2 2 no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making

7 3 Where a director is a corporation a director, the secretary or other officer of the corporation shall be deemed to be a duly authorised representative of the corporation for the purposes of attending any meeting of directors and signing any resolution or otherwise indicating the view of the corporation on the matter

8. Unanimous decisions

8 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

- 8 2 Such a decision may take the form of a resolution in writing signed by each eligible director (whether or not each signs the same document) or to which each eligible director has otherwise indicated agreement in writing
- 8.3 References in the articles to “**eligible directors**” are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors’ meeting (but excluding any director whose vote is not to be counted in respect of that particular matter)
- 8 4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting
- 9. Calling a directors’ meeting**
- 9 1 Any director may call a directors’ meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.
- 9 2 Notice of any directors’ meeting must indicate
- 9 2.1 its proposed date and time;
- 9 2.2 where it is to take place, and
- 9 2 3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 9 3 Notice of a directors’ meeting need not be in writing and must be given to each director provided that, if that director is for the time being absent from the United Kingdom, he has given the company his address for sending or receiving documents or information by electronic means outside the United Kingdom
- 9 4 Notice of a directors’ meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 10. Participation in directors’ meetings**
- 10.1 Subject to the articles, directors participate in a directors’ meeting, or part of a directors’ meeting, when
- 10 1.1 the meeting has been called and takes place in accordance with the articles, and
- 10 1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 10 2 In determining whether directors are participating in a directors’ meeting, it is irrelevant where any director is or how they communicate with each other
- 10.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

11. Quorum for directors' meetings

11 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

11 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors and unless otherwise fixed it is two provided that

11 2 1 if and so long as there is only one director the quorum shall be one, and

11.2 2 for the purposes of any meeting held pursuant to article 15 to authorise a director's conflict, if there is only one director besides the director concerned and directors with a similar interest, the quorum shall be one

11 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

11.3.1 to appoint further directors, or

11.3 2 to call a general meeting so as to enable the members to appoint further directors

12. Chairing of directors' meetings

12 1 The directors may appoint a director to chair their meetings

12 2 The person so appointed for the time being is known as the chairman.

12 3 The directors may terminate the chairman's appointment at any time.

12 4 If no director has been appointed chairman, or the chairman is unwilling to chair the meeting or is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

13. Casting vote

13 1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote

13 2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

14. Directors' interests

14.1 Except to the extent that article 15 applies or the terms of any authority given under that article otherwise provide, and without prejudice to such disclosure as is required under the Companies Act 2006, a director may be a party to, or otherwise interested in, any transaction or arrangement with the company and shall be entitled to participate in the decision-making process for quorum and voting purposes on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty that conflicts or may conflict with the interests of the company

15. Conflicts of interest

- 15 1 Subject to the provisions of the Companies Act 2006 and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may, notwithstanding his office or that, without the authorisation conferred by this article 15 1, he would or might be in breach of his duty under the Companies Act 2006 to avoid conflicts of interest be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any undertaking in the same group as the company, or promoted by the company or by any undertaking in the same group as the company, or in which the company or any undertaking in the same group as the company is otherwise interested
- 15.2 No director shall:
- 15 2 1 by reason of his office, be accountable to the company for any benefit which he derives from any office or employment, or from any transaction or arrangement, or from any interest in any undertaking, that is authorised under article 15 1 (and no such benefit shall constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties, and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit),
 - 15 2 2 be in breach of his duties as a director by reason only of his excluding himself from the receipt of information, or from participation in discussion (whether at meetings of the directors or otherwise), that will or may relate to any office, employment, transaction, arrangement or interest that is authorised under article 15 1, or
 - 15 2 3 be required to disclose to the company, or use in relation to the company's affairs, any confidential information obtained by him in connection with any office, employment, transaction, arrangement or interest that is authorised under article 15 1 if his doing so would result in a breach of a duty or an obligation of confidence owed by him in that connection
- 15 3 A general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified, and an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his
- 15 4 The directors may, if the quorum and voting requirements set out below are satisfied, authorise any matter that would otherwise involve a director breaching his duty under the Companies Act 2006 to avoid conflicts of interest, and any director (including the director concerned) may propose that the director concerned be authorised in relation to any matter the subject of such a conflict provided that
- 15.4 1 such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and resolved upon by the directors under the provisions of the articles, except that the director concerned and any other director with a similar interest

- (a) shall not be counted for quorum purposes as participating in the decision-making process while the conflict is under consideration;
- (b) may, if the other directors so decide, be excluded from participating in the decision-making process while the conflict is under consideration, and
- (c) shall not vote on any resolution authorising the conflict except that, if any such director does vote, the resolution will still be valid if it would have been agreed to if his votes had not been counted, and

15.4.2 where the directors give authority in relation to such a conflict:

- (a) they may (whether at the time of giving the authority or at any time or times subsequently) impose such terms upon the director concerned and any other director with a similar interest as it may determine, including, without limitation, the exclusion of that director and any other director with a similar interest from the receipt of information, or participation in discussion (whether at meetings of the directors or otherwise) related to the conflict,
- (b) the director concerned and any other director with a similar interest will be obliged to conduct himself in accordance with any terms imposed by the board from time to time in relation to the conflict but will not be in breach of his duties as a director by reason of his doing so,
- (c) the authority may provide that, where the director concerned and any other director with a similar interest obtains information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use the information in relation to the company's affairs, where to do so would amount to a breach of that confidence,
- (d) the authority may also provide that the director concerned or any other director with a similar interest shall not be accountable to the company for any benefit that he receives as a result of the conflict,
- (e) the receipt by the director concerned or any other director with a similar interest of any remuneration or benefit as a result of the conflict shall not constitute a breach of the duty under the Companies Act 2006 not to accept benefits from third parties,
- (f) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded), and
- (g) the directors may withdraw such authority at any time

15.5 Subject to article 15.6, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman, whose ruling in relation to any director other than the chairman is to be final and conclusive

- 15.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

16. Records of decisions to be kept

- 16 1 The directors must ensure that the company keeps a record, in hard copy form, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

17. Directors' discretion to make further rules

- 17 1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

APPOINTMENT OF DIRECTORS

18. Methods of appointing and removing directors

- 18 1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

18 1 1 by ordinary resolution,

18 1 2 by a decision of the directors

- 18 2 A person ceases to be a director as soon as

18 2 1 notification is received by the company from the director that he is resigning from office as director, and such resignation has taken effect in accordance with its terms,

18 2 2 a bankruptcy order is made against him or he makes any arrangement or composition with his creditors generally in satisfaction of his debts,

18 2 3 he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director,

18 2 4 a registered medical practitioner who is treating him gives a written opinion to the company stating that the director has become physically or mentally incapable of acting as a director and may remain so for more than three months or, by reason of his mental health, a court makes an order which wholly or partly prevents him from personally exercising any powers or rights that he would otherwise have,

18.2 5 without the permission of the other directors, he is absent from directors' meetings for six consecutive months (whether or not an alternate appointed by him attends) and the other directors resolves that his office is vacated;

18 2 6 he ceases to be a director by virtue of the Companies Act 2006 or is prohibited by law from being a director or is removed from office under the articles,

18.2 7 notice in writing that he is to vacate office executed by or on behalf of all the directors other than him, or any alternate for him who is not an alternate for another director or himself a director, is delivered to the company at its registered office or tendered at a meeting of the directors Separate notices in substantially the same form each executed by or on behalf of one or more of those directors shall together be as effective as a single notice signed by all of them, or

18.2.8 his contract of service as a director expires or is terminated without being renewed within 14 days

19. Majority member's rights to appoint and remove directors

19 1 Any member or members holding a majority in nominal amount of the issued ordinary share capital that confers the right to attend and vote at general meetings may at any time appoint any person to be a director, whether as an additional director or to fill a vacancy, and may remove from office any director howsoever appointed or any alternate director Any such appointment or removal shall be effected by notice in writing to the company by the relevant member or members Any such appointment or removal shall take effect when it is delivered to the registered office of the company or, if it is produced at a meeting of the directors, when it is so produced or, if sent by electronic means to an address generally used by the company, when it is sent

19 2 Any such removal shall be without prejudice to any claim that a director may have under any contract between him and the company

20. Directors' remuneration

20 1 Directors may undertake any services for the company that the directors decide

20 2 Directors are entitled to such remuneration as the directors determine

20 2 1 for their services to the company as directors; and

20 2 2 for any other service which they undertake for the company

and such remuneration shall be divided between the directors in such proportions and in such manner as they may unanimously determine or, in default of such determination, equally, except that any director holding office for less than a year or other period for which remuneration is paid shall rank in such division in proportion to the fraction of the year or other period in which he has held office

20 3 Any director who is appointed to any executive office or at the request of the directors serves on any committee or devotes special attention to the business of the company or goes or resides abroad for any purposes of the company shall receive such extra remuneration by way of salary, commission, participation in profits or otherwise as the directors may determine in addition to or in lieu of any remuneration paid to, or provided for, such director by or pursuant to any other of the articles

20 4 Subject to the articles, a director's remuneration may:

20 4.1 take any form, and

- 20 4 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director
- 20 5 Unless the directors decide otherwise, directors' remuneration accrues from day to day
- 20 6 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested
- 21. Directors' expenses**
- The company may pay any reasonable expenses which the directors (and the alternate directors and the company secretary) properly incur in connection with their attendance at
- 21 1 1 meetings of directors or committees of directors,
- 21 1 2 general meetings; or
- 21 1.3 separate meetings of the holders of any class of shares or of debentures of the company
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

ALTERNATE DIRECTORS

- 22. Appointment and removal of alternate directors**
- 22.1 Any director may appoint as an alternate any other director, or any other person, to
- 22 1 1 exercise that director's powers, and
- 22 1 2 carry out that director's responsibilities
- in relation to the taking of decisions by the directors, in the absence of the alternate's appointor
- 22.2 Any appointment or removal of an alternate must identify the proposed alternate and be effected by notice in writing to the company signed by his appointor, or in any other manner approved by the directors
- 23. Rights and responsibilities of alternate directors**
- 23 1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor
- 23.2 Except as the articles specify otherwise, alternate directors
- 23 2 1 are deemed for all purposes to be directors;
- 23 2 2 are liable for their own acts and omissions,

23 2 3 are subject to the same restrictions as their appointors, and

23 2.4 are not deemed to be agents of or for their appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member

23 3 A person who is an alternate director but not a director

23.3 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);

23 3 2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and

23 3 3 shall not be counted as more than one director for the purposes of the articles

23 4 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present

23 5 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

24. Termination of alternate directorship

24 1 An alternate director's appointment as an alternate terminates:

24 1 1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,

24 1 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;

24 1 3 on the death of the alternate's appointor, or

24 1 4 when the alternate's appointor's appointment as a director terminates or the alternate is removed from office under the articles

PART 3 SHARES AND DISTRIBUTIONS

SHARES

25. All shares to be fully paid up

25 1 No share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the company in consideration for its issue

- 25 2 This does not apply to shares taken on the formation of the company by the subscribers to the company's memorandum.
- 26. Powers to issue different classes of share**
- 26 1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution
- 26 2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares.
- 27. Payment of commissions on subscription for shares**
- 27 1 The company may pay any person a commission in consideration for that person:
- 27 1 1 subscribing, or agreeing to subscribe, for shares, or
- 27 1.2 procuring, or agreeing to procure, subscription for shares
- 27 2 Any such commission may be paid:
- 27 2.1 in cash, or in fully paid shares or other securities, or partly in one way and partly in the other, and
- 27 2.2 in respect of a conditional or an absolute subscription
- 28. Company not bound by less than absolute interests**
- 28 1 Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it.
- 29. Disapplication of statutory pre-emption provisions**
- 29 1 Sections 561 and 562 of the Companies Act 2006 shall not apply to an allotment of equity securities made by the company.
- 30. Alteration of share capital**
- 30.1 Where there has been a consolidation or division of shares and, as a result, members are entitled to fractions of shares, the directors may.
- 30 1 1 sell the shares representing the fractions to any person including the company for the best price reasonably obtainable,
- 30 1 2 authorise any person to execute an instrument of transfer of the shares to the purchaser or a person nominated by the purchaser, and
- 30.1 3 distribute the net proceeds of sale in due proportion among the holders of the shares

- 30 2 Where any holder's entitlement to a portion of the proceeds of sale under article 30 1 amounts to less than a minimum figure determined by the directors, that member's portion may be retained for the benefit of the Company
- 30 3 The person to whom the shares are transferred pursuant to article 30 1 is not obliged to ensure that any purchase money is received by the person entitled to the relevant fractions. The transferee's title to the shares is not affected by any irregularity in or invalidity of the process leading to their sale

31. Share certificates

- 31 1 The company must issue each member, free of charge, with one or more certificates in respect of the shares which that member holds
- 31 2 Every certificate must specify
- 31.2 1 in respect of how many shares, of what class, it is issued,
 - 31.2 2 the nominal value of those shares;
 - 31 2.3 that the shares are fully paid, and
 - 31 2 4 any distinguishing numbers assigned to them
- 31 3 No certificate may be issued in respect of shares of more than one class
- 31 4 If more than one person holds a share, only one certificate may be issued in respect of it
- 31 5 Certificates must
- 31 5 1 have affixed to them the company's common seal, or
 - 31 5 2 be otherwise executed in accordance with the Companies Act 2006.
- 31 6 The directors may determine, either generally or in relation to any particular case, that any signature on any certificate need not be autographic but may be applied by some mechanical or other means, or printed on the certificate, or that certificates need not be signed

32. Replacement share certificates

- 32 1 If a certificate issued in respect of a member's shares is:
- 32 1 1 damaged or defaced, or
 - 32 1 2 said to be lost, stolen or destroyed,
- that member is entitled to be issued with a replacement certificate in respect of the same shares
- 32 2 A member exercising the right to be issued with such a replacement certificate
- 32 2 1 may at the same time exercise the right to be issued with a single certificate or separate certificates,

- 32.2 2 must return the certificate which is to be replaced to the company if it is damaged or defaced, and
- 32 2 3 must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the directors decide.

33. Share transfers

- 33 1 Shares may be transferred by means of an instrument of transfer in any usual form, or any other form approved by the directors, which is executed by or on behalf of the transferor
- 33.2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- 33 3 The company may retain any instrument of transfer which is registered.
- 33 4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it
- 33 5 The directors, in their absolute discretion, may refuse to register the transfer of any share, and if they do so they shall within two months after the date on which the transfer was lodged send the transferee the notice of refusal together with their reasons for refusal and, unless they suspect that the proposed transfer may be fraudulent, the instrument of transfer

DIVIDENDS AND OTHER DISTRIBUTIONS

34. Procedure for declaring dividends

- 34 1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends
- 34.2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors
- 34 3 No dividend may be declared or paid unless it is in accordance with members' respective rights
- 34 4 Unless the members' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each member's holding of shares on the date of the resolution or decision to declare or pay it
- 34 5 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear
- 34 6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment
- 34.7 If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly

- 34 8 If the directors act in good faith, they do not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on shares with deferred or non-preferred rights

35. Payment of dividends and other distributions

- 35 1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means

35 1 1 transfer to a bank or building society account specified by the relevant member either in writing or as the directors may otherwise decide,

35 1 2 sending a cheque made payable to the relevant member by post to the relevant member at the relevant member's registered address (if the relevant member is a holder of the share), or (in any other case) to an address specified by the relevant member either in writing or as the directors may otherwise decide;

35 1 3 sending a cheque made payable to such person by post to such person at such address as the relevant member has specified either in writing or as the directors may otherwise decide, or

35.1 4 any other means of payment as the directors agree with the relevant member either in writing or by such other means as the directors decide.

- 35 2 Dividends may be declared or paid in any currency and the directors may agree with any member that dividends which may at any time or from time to time be declared or become due on that member's shares in one currency shall be paid or satisfied in another, and may agree the basis of conversion to be applied and how and when the amount to be paid in the other currency shall be calculated and paid and for the company or any other person to bear the costs involved

36. No interest on distributions

The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by:

36 1 1 the terms on which the share was issued, or

36 1 2 the provisions of another agreement between the holder of that share and the company

37. Non-cash distributions

- 37 1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)

- 37.2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution

37.2.1 fixing the value of any assets,

37 2 2 paying cash to any member entitled on the basis of that value in order to adjust the rights of recipients, and

37 2 3 vesting any assets in trustees

38. Waiver of distributions

Members may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if:

38 1 1 the share has more than one holder, or

38 1 2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders or otherwise,

the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

CAPITALISATION OF PROFITS

39. Authority to capitalise and appropriation of capitalised sums

39 1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution

39 1 1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and

39 1 2 appropriate any sum which they so decide to capitalise (a "**capitalised sum**") to the persons who would have been entitled to it if it were distributed by way of dividend (the "**persons entitled**") and in the same proportions.

39 2 Capitalised sums must be applied

39 2 1 on behalf of the persons entitled, and

39 2 2 in the same proportions as a dividend would have been distributed to them

39 3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct

39.4 A capitalised sum which was appropriated from profits available for distribution may be applied in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct

39 5 Subject to the articles the directors may

39.5.1 apply capitalised sums in accordance with articles 39 3 and 39.4 partly in one way and partly in another,

- 39 5 2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and
- 39 5 3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

PART 4

ADMINISTRATIVE ARRANGEMENTS

40. Means of communication to be used

- 40 1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- 40 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 40.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

41. Company seals

- 41.1 Any common seal may only be used by the authority of the directors or of a committee.
- 41.2 The directors (or a committee) may decide by what means and in what form any common seal is to be used and may authorise any person to use the seal by sending or supplying that authority in electronic form and their doing so shall constitute a determination in such a case that that person may sign any instrument to which the seal is to be affixed pursuant to that authority
- 41 3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 41 4 For the purposes of this article, an authorised person is
- 41 4 1 any director of the company;
- 41 4 2 the company secretary (if any), or
- 41 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

42. Provision for employees on cessation of business

- 42 1 The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or

former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

43. Secretary

- 43 1 Subject to the Companies Act 2006, the directors may appoint a company secretary (or two or more persons as joint secretary) for such term, at such remuneration and upon such conditions as the directors may think fit, and any company secretary (or joint secretary) so appointed may be removed by the directors. The directors may also from time to time appoint on such terms as they think fit, and remove, one or more assistant or deputy secretaries

DIRECTORS' INDEMNITY AND INSURANCE

44. Indemnity

- 44 1 Subject to the articles (but without prejudice to any indemnity which a relevant officer is otherwise entitled)

44 1 1 a relevant officer may be indemnified out of the company's assets to whatever extent the directors may determine against

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the company or a group undertaking,
- (b) any liability incurred by that officer in connection with the activities of the company or a group undertaking in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that officer as an officer of the company or a group undertaking, and

44 1 2 the company shall provide funds to meet expenditure incurred or to be incurred by a relevant officer in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the company or any of its group undertakings, or any investigation, or action proposed to be taken, by a regulatory authority in that connection, or for the purposes of an application for relief, or in order to enable a director to avoid incurring such expenditure

- 44 2 This article does not authorise any indemnity that would be prohibited or rendered void by any provision of the Companies Act 2006 or by any other provision of law

45. Insurance

- 45 1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant officer in respect of any relevant loss

- 45 2 In this article, a **"relevant loss"** means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer's duties or powers in relation to the company, any of its group undertakings or any pension fund or employees' share scheme of the company or of any of its group undertakings.