

COMPANY No. 3999250

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
CITICLIENT NOMINEES NO 5 LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the following Resolutions were duly passed on 19 January 2012 as a Special Resolutions

SPECIAL RESOLUTIONS

THAT the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association

THAT the printed document attached hereto and marked "A" be and the same is hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing and all previous Articles of Association of the Company

J D Robson

J D Robson
Secretary

Presented by
Jill D Robson
Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB

WEDNESDAY



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25/01/2012
COMPANIES HOUSE

The Companies Act 1985

The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CITICLIENT NOMINEES NO 5 LIMITED

(Adopted by special/written resolution passed on 19 January 2012)

PRELIMINARY

- 1 In these Articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 (as amended from time to time before the date of adoption of these Articles including, without limitation, by the Companies (Tables A to F) (Amendment) Regulations 2007) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007
- 2 The regulations contained in Table A shall, except where they are excluded or modified by these Articles, apply to the Company and, together with these Articles, shall constitute the Articles of the Company In case of any inconsistency between these Articles and the regulations contained in Table A, these Articles shall prevail
- 3 These Articles and those regulations incorporated herein shall take effect subject to the requirements of every statute for the time being in force affecting the Company

INTERPRETATION

- 4 Regulation 1 of Table A shall be modified by the deletion of the definitions of "the Act", "communication" and "electronic communication" References to "the Act" in regulations in Table A that apply to the Company shall be replaced with references to the "Act" (as defined below) Regulation 1 of Table A shall also be modified by the addition of the following definitions

"Act" means the Companies Act 2006,

"Articles" means these articles as amended from time to time,

"group company" means a subsidiary undertaking or parent undertaking of the Company, or a subsidiary undertaking of any parent undertaking of the Company,

"in writing" means in hard copy form or, to the extent permitted by the Act, in any other form, including electronic form,

"qualifying person" means an individual who is a member of the Company, a person authorised under section 323 of the Act to act as the representative of a corporation which is a member in relation to the meeting or a person appointed as proxy of a member in relation to the meeting,

"subsidiary undertaking" or "parent undertaking" is to be construed in accordance with section 1162 (and Schedule 7) of the Act which for the purposes of this definition shall be treated as including any person the shares or ownership interests in which are subject to security and where the legal title to the shares or ownership interests so secured are registered in the name of the secured party or its nominee pursuant to such security,

and by the deletion of the final sentence and the addition of the following sentences

- "(A) Unless the context otherwise requires, words and expressions to which a particular meaning is given by the Act as in force when the Articles are adopted, shall have the same meaning in the Articles except where the word or expression is otherwise defined in the Articles
- (B) Where an ordinary resolution of the Company is expressed to be required for any purpose, a special resolution is also effective for that purpose
- (C) References to any statutory provision or statute include all modifications thereto and all re enactments thereof (with or without modification) and all subordinate legislation made thereunder in each case for the time being in force This Article does not affect the interpretation of Article 1 (A)
- (D) A member is "present" at a meeting if the member (being an individual) attends in person or if the member (being a corporation) attends by its duly authorised representative, who attends in person, or if the member attends by his or its duly appointed proxy, who attends in person
- (E) The *ejusdem generis* principle of construction shall not apply Accordingly, general words shall not be given a restrictive meaning by reason of their being preceded or followed by words indicating a particular class of acts, matters or things or by examples falling within the general words
- (F) The headings in the Articles do not affect their interpretation or construction "

LIABILITY OF MEMBERS

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

PRIVATE COMPANY

- 6 The Company is a private company limited by shares and accordingly any offer to the public to subscribe for any shares or debentures of the Company is prohibited

SHARE CAPITAL

- 7 Regulation 32 and 34 of Table A shall not apply
- 8 The pre-emption provisions of sections 561 and 562 of the Act shall not apply to the allotment by the Company of any equity security
- 9 Subject to the Act, 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 Regulation 3 of Table A shall not apply
- 10 If rights and restrictions attaching to shares are determined by ordinary resolution or by the directors pursuant to regulation 2 of Table A or Article 9, those rights and restrictions shall apply in place of any rights or restrictions that would otherwise apply by virtue of the Act in the absence of any provisions in the Articles, as if those rights and restrictions were set out in the Articles

SHARE CERTIFICATES

- 11 Regulation 6 of Table A is modified by the deletion of the phrase "sealed with the seal" and the substitution for it of "issued under the seal, which may be affixed or printed on it, or shall be signed by two directors of the Company or by a director and the secretary of the Company or by one director in the presence of a witness who attests his signature, or shall be issued in such other manner as the directors may approve"

TRANSFER OF SHARES

- 12 The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share Regulation 24 of Table A shall not apply

PURCHASE OF OWN SHARES

- 13 Regulation 35 of Table A shall not apply

COMPANY NAME

- 14 Subject to the Act, the directors may by resolution change the name of the Company

GENERAL MEETINGS

- 15 The directors may call general meetings and, on the requirement of members pursuant to the Act, shall call a general meeting (i) within 21 days from the date on which the directors become subject to the requirement, and (ii) to be held on a date not more than 28 days after the date of the notice convening the meeting. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member may call a general meeting. Regulation 37 of Table A shall not apply.

NOTICE OF GENERAL MEETINGS

- 16 A general meeting (other than an adjourned meeting) shall be called by notice of at least 14 clear days. A general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 per cent in nominal value of the shares giving that right. Regulation 38 of Table A shall not apply.
- 17 The notice shall specify the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting. If the meeting is convened to consider a special resolution, the text of the resolution and the intention to propose the resolution as a special resolution shall also be specified. The notice of meeting shall also specify, with reasonable prominence, the member's rights to appoint one or more proxies under section 324 of the Act.
- 18 Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all the persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors.
- 19 The accidental omission to give notice of a general meeting or to send, supply or make available any document or information relating to a meeting to, or the non receipt of any such notice, document or information by, a person entitled to receive any such notice, document or information shall not invalidate the proceedings at that meeting. Regulation 39 of Table A is modified accordingly.

PROCEEDINGS AT GENERAL MEETINGS

- 20 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of the chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by the next succeeding Article, two qualifying persons present in person or by proxy and entitled to vote shall be a quorum for all purposes, except that where the Company shall only have one member, one qualifying person present as aforesaid shall be a quorum. Regulation 40 of Table A shall not apply.
- 21 Where the Company has more than one member entitled to attend and vote at a meeting, one qualifying person present at the meeting and entitled to vote as

- (a) the duly authorised representative of two or more corporations, each of which is a member entitled to attend and vote upon the business to be transacted at the meeting, or
- (b) a proxy duly appointed by two or more members entitled to attend and vote upon the business to be transacted at the meeting,

is a quorum

22 A member may be present at and participate in a general meeting through the medium of conference telephone, video teleconference or other form of communications equipment, provided that each member present is able to

- (a) participate in the business for which the meeting has been convened,
- (b) hear all persons present who speak, and
- (c) be heard by all other persons present in the same way

A member present at and participating in the meeting in such a manner shall be counted in the quorum. Subject to the Act, all business transacted this way shall be deemed to be validly and effectively transacted at a general meeting although fewer than two members are physically present at the same place. A meeting held in this way is deemed to take place where the largest group of those participating is assembled or, if there is no such group, at the place from where the chairman of the meeting participates. A resolution put to the vote of such a meeting shall be decided by each member present indicating to the chairman (in such manner as the chairman may direct) whether he votes in favour of or against the resolution, or abstains.

23 A proxy may be chairman and regulation 43 of Table A is modified accordingly

24 A poll may be demanded by the chairman or by any member present and entitled to vote at the meeting and regulation 46 of Table A is modified accordingly

25 A resolution of the members (or of a class of members) of the Company may be passed as a written resolution in accordance with the Act. A proposed written resolution lapses if it is not passed before the period of 28 days beginning with the circulation date.

26 If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

VOTES OF MEMBERS

- 27 Subject to any rights or restrictions attached to any shares, on a vote on a resolution
- (a) on a show of hands at a meeting, every member present (not being present by proxy) and entitled to vote on the resolution has one vote and every proxy present who has been duly appointed by a member entitled to vote on the resolution has one vote, except where
 - (i) that proxy has been duly appointed by more than one member entitled to vote on the resolution, and
 - (ii) the proxy has been instructed
 - (A) by one or more of those members to vote for the resolution and by one or more of those members to vote against the resolution, or
 - (B) by one or more of those members to vote in the same way on the resolution (whether for or against) and one or more of those members has permitted the proxy discretion as to how to vote,

in which case, the proxy has one vote for and one vote against the resolution; and
 - (b) on a poll taken at a meeting, every member present and entitled to vote on the resolution has one vote in respect of each share held by him
- 28 In the case of joint holders of a share, only the vote of the senior holder who votes (and any proxy duly authorised by him) may be counted by the Company For the purposes of this Article 28, the senior holder of a share is determined by the order in which the names of the joint holders appear in the register of members Regulation 55 of Table A shall not apply
- 29 Regulation 57 of Table A is modified by the inclusion after the word "shall" of the phrase ", unless the directors otherwise determine," For the purposes of Regulation 57 a vote by a representative of a corporation which is a member shall be treated as a vote in person
- 30 A member may appoint another person as his proxy to exercise all or any of his rights to attend and to speak and to vote (both on a show of hands and on a poll) on a resolution or amendment of a resolution, or on other business arising, at a meeting or meetings of the Company Unless the contrary is stated in it, the appointment of a proxy shall be deemed to confer authority to exercise all such rights, as the proxy thinks fit. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member Deposit or delivery of a form of appointment of a proxy does not preclude a member from attending and voting at the meeting or at any adjournment of it

31 Subject as set out herein, an instrument appointing a proxy shall be in writing in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the appointor save that, subject to the Act, the directors may accept the appointment of a proxy received by electronic means at an address specified for such purpose, on such terms and subject to such conditions as they consider fit. The directors may require the production of any evidence which they consider necessary to determine the validity of any appointment pursuant to this Article 31. Regulation 54 of Table A shall not apply.

32 The form of appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors shall be

(a) in the case of an instrument of proxy in hard copy form, left at or sent by post to the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in the form of appointment of proxy sent out by the Company in relation to the meeting at any time before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote,

(b) in the case of an appointment of a proxy sent by electronic means, where the Company has given an electronic address

(i) in the notice calling the meeting,

(ii) in an instrument of proxy sent out by the Company in relation to the meeting; or

(iii) in an invitation to appoint a proxy issued by the Company in relation to the meeting,

received at such address at any time before the time for holding the meeting or adjourned meeting at which the person named in the form of appointment of proxy proposes to vote,

(c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or delivered as required by paragraphs (a) or (b) of this Article 32 after the poll has been demanded and at any time before the time appointed for the taking of the poll, or

(d) where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any director,

and a form of appointment of proxy which is not deposited or delivered in accordance with this Article 32 is invalid.

33 The Company is not obliged to verify that a proxy or representative of a corporation has acted in accordance with the terms of his appointment and any failure to so act in

accordance with the terms of his appointment shall not affect the validity of any proceedings at a meeting of the Company

- 34 The termination of the authority of a person to act as proxy or as the duly authorised representative of a member which is a corporation does not affect whether he counts in deciding whether there is a quorum at a meeting, the validity of anything he does as chairman of a meeting, the validity of a poll demanded by him at a meeting, or the validity of a vote given by that person unless notice of the termination was received by the Company at the office or, in the case of a proxy, any other place specified for delivery or receipt of the form of appointment of proxy or, where the appointment of a proxy was sent by electronic means, at the address at which the form of appointment was received, before the commencement of the relevant meeting or adjourned meeting or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll
- 35 In accordance with the Act, a corporation which is a member may, by resolution of its directors or other governing body authorise a person or persons to act as its representative or representatives at any meeting of the Company (a "representative") A director, the secretary or other person authorised for the purpose by the secretary may require a representative to produce a certified copy of the resolution of authorisation before permitting him to exercise his powers. Regulations 60, 61, 62 and 63 of Table A shall not apply

NUMBER OF DIRECTORS

- 36 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall be not less than one Regulation 64 of Table A shall not apply

ALTERNATE DIRECTORS

- 37 Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him Regulation 65 of Table A is modified accordingly An alternate director shall be entitled to attend and vote at any board meeting at which his appointor is not personally present An alternate director shall be deemed to be a director only for the purpose aforesaid and not otherwise
- 38 An alternate director shall be entitled to attend and vote at any board meeting at which his appointor is not personally present It shall not be necessary to give notice of a board meeting to an alternate director who is absent from the United Kingdom Regulation 66 of Table A is modified accordingly
- 39 An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director Regulation 67 of Table A shall not apply
- 40 Regulation 68 of Table A is modified by the addition at the end of the regulation of the following sentence "Any such notice may be left at or sent by post or facsimile transmission to the office or such other place as may be designated for the purpose by the directors "

POWERS OF DIRECTORS

- 41 Regulation 70 of Table A is modified by the deletion of references to the memorandum

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 42 The Company by ordinary resolution or the directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director. The appointment of a person to fill a vacancy or as an additional director shall take effect from the end of the meeting. Regulation 78 of Table A is modified accordingly.
- 43 A director shall not be required to hold any shares in the capital of the Company by way of qualification.
- 44 The directors shall not be liable to retire by rotation. References in Regulations 67 and 84 to retirement by rotation must be disregarded.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 45 The Company may, without prejudice to the provisions of the Act, remove any director from office (notwithstanding any provision of these Articles or of any agreement between the Company and such director, but without prejudice to any claim he may have for damages for breach of any such agreement). No special notice need be given of any resolution to remove a director in accordance with this Article 45 and no director proposed to be removed in accordance with the Article has any special right to protest against his removal.
- 46 The office of a director shall be vacated if
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director,
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally,
 - (c) he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as director,
 - (d) he resigns his office by notice to the Company,
 - (e) he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) shall not during such period have attended any such meetings instead of him, and the directors resolve that his office be vacated, or
 - (f) he is removed from office by notice addressed to him at his last known address and signed by all his co-directors,

and Regulation 81 of Table A shall be modified accordingly

DIRECTORS' EXPENSES

- 47 Regulation 83 of Table A is modified by the addition at the end of the regulation of the following sentence "Subject to the Act, the directors shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him for the purposes of the Company or for the purpose of enabling him properly to perform his duties as an officer of the Company or to enable him to avoid incurring any such expenditure "

DIRECTORS' INTERESTS

- 48 (A) A director shall be authorised for the purposes of section 175 of the Act to act or continue to act as a director of the Company notwithstanding that at the time of his appointment or subsequently he also
- (i) holds office as a director of any other group company,
 - (ii) holds any other office or employment with any other group company,
 - (iii) participates in any scheme, transaction or arrangement for the benefit of the employees or former employees of the Company or any other group company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme), or
 - (iv) is interested directly or indirectly in any shares or debentures (or any rights to acquire shares or debentures) in the Company or any other group company
- (B) The board may authorise any matter proposed to it which would, if not so authorised, involve a breach of duty by a director under section 175 of the Act
- (C) Any authorisation under Article 48 (B) will be effective only if
- (i) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other director interested in the matter under consideration, and
 - (ii) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted
- (D) The board may give any authorisation under Article 48 (B) upon such terms as it thinks fit The board may vary or terminate any such authorisation at any time
- (E) For the purposes of this Article 48, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests
- (F) A director shall be under no duty to the Company with respect to any information which he obtains or has obtained otherwise than as a director of the Company and in respect of which he owes a duty of confidentiality to another person In particular the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act if he

- (i) fails to disclose any such information to the board or to any director or other officer or employee of the Company, or
- (ii) does not use or apply any such information in performing his duties as a director of the Company.

However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this Article 48 (F) applies only if the existence of that relationship has been authorised pursuant to Article 48 (A), authorised by the board pursuant to Article 48 (B) or authorised by the members (subject, in any such case, to any terms upon which such authorisation was given)

- (G) Where the existence of a director's relationship with another person has been authorised pursuant to Article 48 (A), authorised by the board pursuant to Article 48 (B) or authorised by the members and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the Company by virtue of sections 171 to 177 of the Act if at his discretion or at the request or direction of the board or any committee of directors he

- (i) absents himself from a meeting of directors or a committee of directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise, or
- (ii) makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by or on behalf of the Company or for such documents and information to be received and read by a professional adviser on his behalf,

for so long as he reasonably believes such conflict of interest (or possible conflict of interest) subsists

- (H) The provisions of Articles 48 (F) and (G) are without prejudice to any equitable principle or rule of law which may excuse the director from

- (i) disclosing information, in circumstances where disclosure would otherwise be required under these Articles, or
- (ii) attending meetings or discussions or receiving documents and information as referred to in Article 48 (G), in circumstances where such attendance or receiving such documents and information would otherwise be required under these Articles

- (I) A director who is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Company shall declare the nature and extent of his interest to the other directors before the Company enters into the transaction or arrangement

- (J) 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 as soon as is reasonably practicable, unless the interest has already been declared under Article 48 (I)
- (K) Any declaration required by Article 48 (I) may (but need not) be made at a meeting of the directors or by notice in writing in accordance with section 184 of the Act or by general notice in accordance with section 185 of the Act Any declaration required by Article 48 (J) must be made at a meeting of the directors or by notice in writing in accordance with section 184 of the Act or by general notice in accordance with section 185 of the Act
- (L) If a declaration made under Article 48 (I) or (J) proves to be, or becomes, inaccurate or incomplete, a further declaration must be made under Article 48 (I) or (J), as appropriate.
- (M) A director need not declare an interest under Article 48
- (i) if it cannot reasonably be regarded as likely to give rise to a conflict of interest,
 - (ii) 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),
 - (iii) 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 these Articles, or
 - (iv) if the director is not aware of his interest or is not aware of the transaction or arrangement in question (and for this purpose a director is treated as being aware of matters of which he ought reasonably to be aware)
- (N) Subject to the provisions of the Act and provided that he has declared the nature and extent of any direct or indirect interest of his in accordance with Article 48 or where Article 48 (M) applies and no declaration of interest is required or where Article 48 (A) applies, a director notwithstanding his office
- (i) may be a party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is directly or indirectly interested,
 - (ii) may act by himself or through his firm in a professional capacity for the Company (otherwise than as auditor), and in any such case on such terms as to remuneration and otherwise as the board may decide, or
 - (iii) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise be interested in, any body corporate in which the Company is directly or indirectly interested

- (O) A director shall not, by reason of his office, be accountable to the Company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate
- (i) the acceptance, entry into or existence of which has been authorised pursuant to Article 48 (A), authorised by the board pursuant to Article 48 (B) or authorised by the members (subject, in any such case, to any terms upon which such authorisation was given), or
- (ii) which he is permitted to hold or enter into pursuant to Article 48 (N) or otherwise pursuant to these Articles,

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act No transaction or arrangement authorised or permitted pursuant to Articles 48 (A), (B) or (N) or otherwise pursuant to these Articles shall be liable to be avoided on the ground of any such interest or benefit

- 49 For the purposes of Article 48, in relation to an alternate director, the interest of his appointor is treated as the interest of the alternate director in addition to any interest which the alternate director otherwise has Article 48 applies to an alternate director as if he were a director otherwise appointed Regulations 85 and 86 of Table A shall not apply

PROCEEDINGS OF DIRECTORS

- 50 Regulation 88 of Table A is modified by the addition of the following sentences "Notice of a meeting of directors is deemed to be duly given to a director if it is given to him personally or by word of mouth or by electronic means to an address given by him to the Company for that purpose or sent in writing to him at his last known address or other address given by him to the Company for that purpose. A director may waive the requirement that notice be given to him of a meeting of directors or a committee of directors, either prospectively or retrospectively "
- 51 Without prejudice to the obligation of a director to disclose his interest in accordance with Article 48, a director may vote at any meeting of directors or of a committee of directors on any resolution concerning a matter in relation to which he has, directly or indirectly, an interest or duty, subject always to Article 48 (B) and the terms on which any such authorisation is given Subject to the foregoing, the relevant director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he votes his vote shall be counted Regulations 94 to 96 (inclusive) and 98 of Table A shall not apply
- 52 A meeting of the directors or of a committee of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others simultaneously A director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly Such a meeting shall be deemed to take place where the largest group of those participating in the conference is assembled, or, if there is no such

group, where the chairman of the meeting then is The word "meeting" in these Articles shall be construed accordingly

- 53 A resolution in writing signed by at least 75 per cent by number of the directors entitled to receive notice of a meeting of directors or of a committee of directors, who would have been entitled to vote on the resolution at the meeting and not being less than a quorum, shall be as valid and effectual as if it has been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held The resolution may consist of several documents in the like form each signed by one or more directors A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity Regulation 93 is modified accordingly
- 54 Subject to the Act, the secretary (if any) shall be appointed by the board for such term, at such remuneration and on such conditions as it may think fit Any secretary so appointed may be removed by the board, but without prejudice to any claim for damages for breach of any contract of service between him and the Company The directors may, from time to time, by resolution to appoint one or more assistant or deputy or secretaries to exercise the functions of the secretary Regulation 99 of Table A shall not apply

MINUTES AND RESOLUTIONS

- 55 Regulation 100 of Table A is modified by the addition at the end of the regulation of the following sentence "The Company shall also keep records comprising copies of all resolutions of members passed otherwise than at general meetings and of details provided to the Company of decisions taken by a sole member All such records must be kept for at least 10 years from the date of the meeting or resolution or decision (as appropriate)."

PROVISION FOR EMPLOYEES

- 56 The directors may exercise the powers conferred on the Company by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiary undertakings (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 undertaking

THE SEAL

- 57 The seal shall not be affixed to any instrument except in the presence of at least two directors or at least one director and the secretary, or by one director in the presence of a witness who attest his signature, or another person duly designated as an authorised sealing officer by the directors and such directors or director and secretary or director and witness or authorised sealing officer shall sign every instrument to which the seal is so affixed in their presence Regulation 101 of Table A shall not apply

POWERS OF ATTORNEY

- 58 Any two directors or one director and the secretary or authorised sealing officer may under the seal of the Company in accordance with the immediately preceding Article appoint any person or persons as an attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions as the appointors may think fit to act on behalf of the Company, such authority to be conclusively evidenced by the execution of the document appointing the attorney or attorneys under the seal of the Company as aforesaid

BORROWING POWERS

- 59 The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party

NOTICES AND COMMUNICATIONS

- 60 Save where these Articles expressly require otherwise, any notice, document or information to be sent or supplied by the Company may be sent or supplied in accordance with the Act (whether authorised or required to be sent or supplied by the Act or otherwise) in hard copy form, in electronic form or by means of a website
- 61 A notice, document or information sent by post and addressed to a member at his registered address or address for service in the United Kingdom is deemed to be given to or received by the intended recipient 24 hours after it was put in the post if pre paid as first class post and 48 hours after it was put in the post if pre paid as second class post, and in proving service it is sufficient to prove that the envelope containing the notice, document or information was properly addressed, pre paid and posted
- 62 A notice, document or information sent or supplied by electronic means to an address specified for the purpose by the member is deemed to have been given to or received by the intended recipient 24 hours after it was sent, and in proving service it is sufficient to prove that the communication was properly addressed and sent
- 63 A notice, document or information sent or supplied by means of a website is deemed to have been given to or received by the intended recipient when (i) the material was first made available on the website or (ii) if later, when the recipient received (or, in accordance with Articles 61 and 62, is deemed to have received) notification of the fact that the material was available on the website
- 64 A notice, document or information not sent by post but left at a registered address or address for service in the United Kingdom is deemed to be given on the day it is left. A notice, document or information served or delivered by the Company by any other means authorised in writing by the member concerned is deemed to be served when the Company has taken the action it has been authorised to take for that purpose
- 65 In the case of joint holders of a share, a notice, document or information shall be validly sent or supplied to all joint holders if sent or supplied to whichever of them is

named first in the register of members in respect of the joint holding. Anything to be agreed or specified in relation to a notice, document or information to be sent or supplied to joint holders, may be agreed or specified by the joint holder who is named first in the register of members in respect of the joint holding.

- 66 A member present at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting, and, where requisite, of the purposes for which it was called.
- 67 Regulation 116 of Table A is modified by the deletion of the words "within the United Kingdom".

INDEMNITY, DEFENCE COSTS AND INSURANCE

- 68 To the extent permitted by the Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director or other officer of the Company (other than any person (whether or not an officer of the Company) engaged by the Company as auditor) shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him (whether in connection with any negligence, default, breach of duty or breach of trust by him or otherwise) in relation to the Company or its affairs provided that such indemnity shall not apply in respect of any liability incurred by him
- (i) to the Company or to any associated company,
 - (ii) to pay a fine imposed in criminal proceedings,
 - (iii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising),
 - (iv) in defending any criminal proceedings in which he is convicted,
 - (v) in defending any civil proceedings brought by the Company, or an associated company, in which judgment is given against him, or
 - (vi) in connection with any application under any of the following provisions in which the court refuses to grant him relief, namely
 - (a) section 661 of the Act (acquisition of shares by innocent nominee), or
 - (b) section 1157 of the Act (general power to grant relief in case of honest and reasonable conduct)
- 69 In Article 68 (iv), (v) or (vi) the reference to a conviction, judgment or refusal of relief is a reference to one that has become final. A conviction, judgment or refusal of relief becomes final
- (i) if not appealed against, at the end of the period for bringing an appeal, or

- (ii) if appealed against, at the time when the appeal (or any further appeal) is disposed of

An appeal is disposed of

- (i) if it is determined and the period for bringing any further appeal has ended, or
- (ii) if it is abandoned or otherwise ceases to have effect

70 To the extent permitted by the Act and without prejudice to any indemnity to which he may otherwise be entitled, every person who is or was a director of the Company acting in its capacity as a trustee of an occupational pension scheme shall be and shall be kept indemnified out of the assets of the Company against all costs, charges, losses and liabilities incurred by him in connection with the Company's activities as trustees of the scheme provided that such indemnity shall not apply in respect of any liability incurred by him

- (i) to pay a fine imposed in criminal proceedings,
- (ii) to pay a sum payable to a regulatory authority by way of a penalty in respect of non compliance with any requirement of a regulatory nature (howsoever arising), or
- (iii) in defending criminal proceedings in which he is convicted

For the purposes of this Article 70, a reference to a conviction is to the final decision in the proceedings. The provisions of Article 69 shall apply in determining when a conviction becomes final

71 Without prejudice to Article 68 or to any indemnity to which a director or other officer of the Company may otherwise be entitled, and to the extent permitted by the Act and otherwise upon such terms and subject to such conditions as the directors may in their absolute discretion think fit, the directors shall have the power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with an application under section 661 of the Act (acquisition of shares by innocent nominee) or section 1157 of the Act (general power to grant relief in case of honest and reasonable conduct) or in defending himself in an investigation by a regulatory authority or against action proposed to be taken by a regulatory authority or to enable a director to avoid incurring any such expenditure