

Company No: 4354047

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

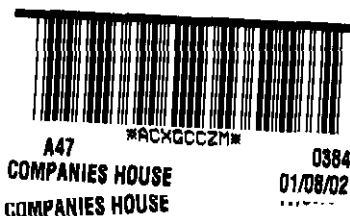
FILBUK 694 LIMITED

(Passed 18th June 2002)

Pursuant to Regulation 53 of Table A which is incorporated into the Articles of Association of the Company the undermentioned Resolutions have been passed as Special Resolutions of the Company as if passed at a General Meeting (duly convened and held) and has been assented to by the Members of the Company listed after them (being all the Members entitled to attend and vote at a General Meeting of the Company).

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "Ambrosden (No2)Residents Company Limited".
2. THAT the regulations contained in the type written document marked "A" annexed hereto be and are hereby approved and adopted as the new Memorandum of Association of the Company in substitution for and to the exclusion of existing Memorandum of Association of the Company.
3. THAT the regulations contained in the type written document marked "B" annexed hereto be and are hereby 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.
4. THAT the share capital of the Company be increased to £1,000.00 beyond the authorised share capital of £100.00 by the creation of an additional 900 ordinary shares of £1.00 each in the capital of the Company
5. THAT:-
 - 5.1 The issued Ordinary Share of £1.00 registered in the name of Paul Pugh at the date hereof;
 - 5.2 The issued Ordinary Share of £1.00 registered in the name of Mark New at the date hereof together with all of the unissued Ordinary Shares of £1.00 each in the capital of the Company;



be reclassified as one "A" Share of £1.00 and "B" Shares of £1.00 each respectively such shares having the rights and being subject to restrictions contained in the Articles of Association to be adopted pursuant to Resolution 3 above.

- 6 THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) ("the Act") up to an aggregate nominal amount of £998 in substitution for any authority previously conferred upon them save to the extent that the same may already have been exercised PROVIDED that this authority shall expire on the date five years after the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuant of such offer or agreement as if the authority conferred thereby had not expired.
- 7 THAT, subject to the passing of the previous Resolution, the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by the previous Resolution, as if Section 89(1) of that Act did not apply to any such allotment PROVIDED that this authority shall expire on the date five years after the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuant of such offer or agreement as if the authority conferred hereby had not expired.

Dated: 18th June 2002

SIGNED

SIGNED

EVERSHEDS
CARDIFF

25 JUL 2002

RECEIVED

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

FILBUK 694 LIMITED

(To be renamed

AMBROSDEN (NO2) RESIDENTS COMPANY LIMITED)

- 1 The name of the Company is Ambrosden (No2) Residents Company Limited
- 2 The registered office of the Company will be situate in England and Wales
- 3 The objects for which the Company is established are:-
 - (a)
 - (i) to manage and administer such freehold or leasehold property or properties as the Company by Special Resolution may determine (hereinafter called "the Estate") and any other land, buildings and real property, either on its own account or as trustee, nominee or agent of any other company or person
 - (ii) to acquire and deal with and take options over any property, real, personal, including the Estate, and any rights or privileges of any kind over or in respect of any property, and to improve, develop, sell, lease except to render or dispose of or otherwise deal with all or any part of such property and any or all rights of the Company therein thereto
 - (iii) to collect all rents charges and other income and to pay all rates, charges, duties, levies, assessments or other outcomes of whatsoever nature charged or imposed on or in respect of the Estate or any part thereof save to the extent any owner or occupier may be liable for such items
 - (iv) to provide services of every description in relation to the Estate including where appropriate to maintain, repair, renew, redecorate, repaint, clean, construct, alter and add to the Estate and to arrange for the supply to it of services and amenities and the maintenance of the same and the cultivation maintenance landscaping and planting of any land gardens and grounds comprised in the Estate and to enter

into contract with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents whatsoever in relation thereto

- (v) to insure the Estate and other property of the Company in which it has an interest against damage or destruction or such other risks as may be considered necessary appropriate or desirable and to insure the Company against public liability and other risks which it may consider prudent or desirable to insure against
- (vi) to establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the Company's objects and to require the members of the Company to contribute towards such reserves or funds at such times in such amounts and in such manner as the Company may think fit and to invests and deal in such monies not immediately required in such manner as may from time to time be determined
- (b) To subscribe, underwrite, purchase or otherwise acquire and to hold, dispose of, and deal with any shares or other securities or investments of any nature whatsoever and any options or rights in respect thereof and to buy and sell foreign exchange
- (c) to acquire by any means any real or personal property or rights whatsoever
- (d) to carry on any other trade or business which may in the opinion of the Board of Directors of the Company be capable of being conducted directly or indirectly for the benefit of the Company
- (e) to make experiments in connection with any business or proposed business of the Company, and to apply for or otherwise acquire in any part of the world any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire
- (f) to acquire by any means the whole or any part of the assets, and to undertake the whole or any part of the liabilities of any person carrying on or proposing to carry on a business which the Company is authorised to carry on or which can be carried on in connection therewith or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation or for limiting competition or for mutual assistance with any such person and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, whether fully or partly paid up, debentures or other securities or rights that may be agreed upon
- (g) to acquire and hold shares or other interests in or securities of any other company and otherwise invest and deal with the moneys of the Company

- (h) to lend money or give credit to such persons on such terms as may seem expedient
- (i) to borrow and raise money in any manner and to secure by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, the discharge of any obligation or liability by the Company or any other person or company (whether or not that company is the Company's holding company as defined by Section 736 of the Companies Act 1985 or a subsidiary of such holding company)
- (j) to advance and lend money or give credit on such terms as may seem expedient and with or without security to customers and others
- (k) to enter into contracts or deeds of indemnity and suretyships of all kinds and to secure, undertake or guarantee payment of money or the performance of any obligations of any person or company (whether or not that company is the Company's holding company as defined by Section 736 of the Company's Act 1985 or subsidiary of such holding company)
- (l) to purchase or otherwise acquire to take over and undertake:-
 - (i) all or any part of the business, property, liabilities and transactions of any person or company carrying on any business, the carrying on of which is calculated to benefit the company or to advance its interest or which is possessed of property suitable for the purposes of the Company
 - (ii) shares (including any redeemable shares) in itself whether such are registered in the name of the holders thereof or issued by way of renounceable letters of allotment to the persons entitled to be offered the same
- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments
- (n) to apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations of any government state or municipality, Provisional Order or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its members
- (o) to enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies, or persons that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, corporation, company or person any charters, contracts, decrees, rights,

privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions

- (p) to establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is a subsidiary of the Company or is allied to or associated with the Company or any such subsidiary or of any of the predecessors of the Company or any such other company as aforesaid, or who may be or have been directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid
- (q) to procure the Company to be registered or recognised in any part of the world
- (r) to promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company or of undertaking any business or operations which may appear likely to assist or benefit the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such company as aforesaid
- (s) to dispose by any means of the whole or any part of the assets of the Company
- (t) to distribute among the members of the Company in kind any assets of the Company
- (u) to do all or any of the above things in any part of the world and either as principal, agent, trustee, contractor or otherwise and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise
- (v) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies
- (w) subject to the Companies Act 1985 to give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise any financial assistance specified in Section 152 of the Companies Act 1985

- (x) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company

- 4 The liability of the members is limited
- 5 The share capital of the Company is £1000 divided into 1 "A" Share of £1 and 999 "B" Shares of £1.00 each

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

of

FILBUK 694 LIMITED

(to be renamed

AMBROSDEN (NO2) RESIDENTS COMPANY LIMITED)

1. PRELIMINARY AND INTERPRETATION

1.1 The Regulations contained in Table A ("Table A") in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended at the date of adoption of these Articles) shall apply to the Company save insofar as they are excluded or varied hereby. If there is any inconsistency between these Articles and Table A, the provisions of these Articles shall prevail.

1.2 In these Articles and in the Regulations of Table A that apply to the Company:-

"Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"Articles" means the articles of association for the time being of the Company;

"A Share" means the A share of £1 in the capital of the Company;

"B Shares" means the B shares of £1 each in the capital of the Company;

"A Shareholder" means the Member registered as the holder of the A Share;

"B Shareholder" means a Member registered as the holder of any of the B Shares;

“Auditors”	means the auditors for the time being of the Company;
“clear days”	means, in relation to a period of notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“Directors”	means the directors for the time being of the Company;
“executed”	includes any mode of execution;
“Estate”	means the freehold and leasehold property at West Hawthorn Road Ambrosden Bicester including such further land the freehold interest of which may within a period of 80 years from the date of adoption of these Articles be acquired by the Vendor and designated by the Vendor as part of the Estate;
“House”	means a freehold residential house or a leasehold residential flat situate now or to be situated from time to time on the Estate;
“House Owner”	means, in relation to any House, the person who is for the time being the registered proprietor of such House and where two or more persons are the joint registered proprietors of such House they shall for the purposes of these Articles be deemed to constitute one House Owner;
“holder”	means, in relation to a Share, the person or persons whose name or names is/are entered in the register of members of the Company as the holder(s) of such Share;
“holding company”	shall have the meaning ascribed to it by Section 736 of the Act;
“Last House”	means the last House on the Estate to be sold or retained as a Rental House by the Vendor or if at the time of the sale or retention of the Last House the Vendor intends developing and/or selling further Houses on the Estate then the last of such further and additional Houses to be sold or retained;

“Member”	means, in relation to any Share, the holder thereof;
“Office”	means the registered office for the time being of the Company;
“Rental House”	means any House which is retained by Annington Property Limited for the purposes of renting;
“seal”	means the common seal of the Company;
“Secretary”	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;
“Shares”	means the A Share and the B Shares;
“subsidiary”	shall have the meaning ascribed to it by Section 736 of the Act;
“United Kingdom”	means Great Britain and Northern Ireland;
“Vendor”	means Annington Property Limited and its successors in title to the Estate excepting houses located on the Estate which have previously been sold by Annington Property Limited;
“a person of unsound mind”	means a person who is, or may be, suffering from mental disorder and either:- <ul style="list-style-type: none"> (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 (as amended) or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1984; or (b) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;

- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles and in the Regulations of Table A that apply to the Company bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of adoption of these Articles.
- 1.4 Words importing the singular only shall include the plural and vice versa, words importing the masculine gender shall include the feminine gender and words importing natural persons shall include also corporations.
- 1.5 The headings in these Articles are for convenience only and shall be ignored in construing the language or meaning of the Articles. Regulation 1 of Table A shall not apply.

2. PRIVATE COMPANY

The Company is a Private Company within the meaning of Section 1 of the Act and accordingly no Shares in or debentures of the Company shall be offered to the public (whether for cash or otherwise) and the Company shall not allot or agree to allot (whether for cash or otherwise) any Shares in or debentures of the Company with a view to all or any of those Shares or debentures being offered for sale to the public.

3. SHARE CAPITAL

- 3.1 The authorised share capital of the Company at the date of adoption of these Articles is the sum of £1000 divided into 1 A Share of £1 and 999 B Shares of £1 each.
- 3.2 No B Share may be allotted or issued to any person who is not a House Owner or the Vendor.
- 3.3 The unissued B Shares for the time being shall be under the control of the Directors who are hereby generally and unconditionally authorised to allot simultaneously with the completion of the purchase of a House from the Vendor or the retention of a Rental House by the Vendor one unissued B Share to the House Owner or the Vendor as the case may be of such House on such terms and in such manner as they think fit, but subject to any agreement binding on the Company; provided that the authority contained in this Article shall unless revoked or varied in accordance with Section 80 of the Act:-
 - 3.3.1 be limited to the amount of the authorised but unissued B Shares at the date of adoption of these Articles; and
 - 3.3.2 expire on the fifth anniversary of the date of adoption of these Articles but without prejudice to any offer or agreement made before that anniversary which would or might require the exercise by the Directors after such anniversary of their powers in pursuance of the said authority.

In exercising their authority under this Article the Directors shall not be required to have regard to Sections 89(1) and 90(1) to (6) (inclusive) of the Act which Sections shall be excluded from applying to the Company.

- 3.4 Simultaneously with the completion of the purchase of the Last House from the Vendor the A Shareholder shall transfer the A Share to the House Owner of the Last House. On such transfer the A Share shall be automatically redesignated a B Share ranking *pari passu* in all respects with the existing B Shares in issue at the date of such transfer.

4. VOTING RIGHTS

- 4.1 The A Share shall confer on the A Shareholder the right to receive notices of, attend, speak and vote at general meetings of the Company.
- 4.2 Until the redesignation of the A Share in accordance with Article 3.4 the B Shares shall not entitle the B Shareholders to receive notice of, attend, speak and vote at general meetings of the Company. After such redesignation the B Shares shall confer on the B Shareholders the right to receive notices of, attend, speak and vote at general meetings of the Company.

5. LIEN

The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that Share, and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of several joint holders; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a Share shall extend to all dividends payable thereon. Regulation 8 of Table A shall not apply.

6. TRANSFER OF SHARES

- 6.1 No B Share or any interest therein shall be transferred or otherwise disposed of by any B Shareholder otherwise than as provided in this Article 6.
- 6.2 No B Share shall be transferred to any person who is not a House Owner.
- 6.3 Without prejudice to the other provisions of these Articles and the Regulations of Table A, the Directors may decline to register a transfer of any Share which is a fully paid Share unless:-
- 6.3.1 it is lodged at the Office or at such other place as the Directors may appoint and is accompanied by the certificate for the Share to which it relates and such other evidence as the Directors may reasonably

require to show the right of the transferor to make the transfer and the right of the transferee to receive the transfer;

6.3.2 it is in respect of only one class of Shares; and

6.3.3 it is in favour of not more than four transferees.

Regulation 24 of Table A shall not apply.

6.4 No Share shall be transferred to any infant, bankrupt or person of unsound mind.

6.5 The provisions of this Article 6 shall apply to any renunciation of the allotment of any Share as they would apply to any transfer of that Share.

6.6 Without prejudice to Article 6.2, the Directors may at any time give notice requiring a person becoming entitled to a Share in consequence of the death or bankruptcy of a Member to elect either to become the holder of the Share or to have some person nominated by him registered as the transferee and if the notice is not complied with within 90 days the Directors may after such time withhold payment of all dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.

Regulation 31 shall be modified accordingly.

6.7 Subject to the provisions of this Article 6, a B Shareholder shall, and may only, transfer his B Share, simultaneously with the completion of the transfer of the ownership of his House, to the purchaser or other transferee of his House, and if two or more persons are the joint purchasers or transferees of his House, to them jointly. The price payable for such transfer of the B Share shall be the nominal value of the B Share.

6.8 If a B Shareholder refuses or neglects to transfer his B Share in accordance with this Article 6 the chairman for the time being of the Directors duly nominated by resolution of the board of Directors for that purpose, shall be deemed to be the duly appointed attorney of that B Shareholder with full power in his name and on his behalf to execute, complete and deliver a transfer of his B Share to the person or persons to whom it should be transferred under this Article 6 and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee or transferees in the register of members of the Company as the holder by transfer of the said B Share.

7. VARIATION OF RIGHTS

If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an extraordinary resolution passed

at a separate general meeting of the holders of the shares of the class. To every such separate general meeting the provisions of these Articles relating to general meetings shall apply, but so that the necessary quorum shall be one person holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll. The rights attached to any class shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* with them.

8. NOTICE OF GENERAL MEETINGS

8.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

8.1.1 in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and

8.1.2 in the case of any other meeting, by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety-five per cent in nominal value of the Shares giving that right.

8.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

8.3 Subject to the provisions of these Articles, including without limitation under the provisions of Articles 4.1 and 4.2 and to any restrictions imposed on any Shares, the notice shall be given to all the Members, to all persons entitled to a Share in consequence of the death or bankruptcy of a Member and to the Directors and Auditors.

8.4 Regulation 38 of Table A shall not apply.

9. PROCEEDINGS AT GENERAL MEETINGS

9.1 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business and whilst the business of the meeting is being transacted. A quorum shall consist of:-

9.1.1 the A Shareholder; or

9.1.2 following the redesignation of the A Share in accordance with Article 3.4, two Members;

In each case whether present in person or by proxy or (being a corporation) represented in accordance with Section 375 of the Act. Regulation 40 of Table A shall not apply.

- 9.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved. Regulation 41 of Table A shall not apply.
- 9.3 A poll may be demanded at any general meeting by the chairman at the general meeting, or by any Member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be modified accordingly.
- 9.4 The chairman at any general meeting shall not be entitled to a casting vote. Regulation 50 of Table A shall not apply.
- 9.5 Save as hereinafter provided and to any rights or restrictions attached to any Shares, on a show of hands every Member who (being an individual) is present in person and entitled to vote or (being a corporation) is present by a duly authorised representative, not being himself a Member entitled to vote, shall have one vote and on a poll every Member shall have one vote for each Share of which he is the holder.

10. NUMBER OF DIRECTORS

The number of Directors shall be determined by the Company in general meeting but unless and until so determined there shall be no maximum number of Directors and the minimum number of Directors shall be one.

11. ALTERNATE DIRECTORS

- 11.1 Any Director (other than an alternate Director) may appoint any other Director, or any other person willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him. Save as otherwise provided in the Articles, unless he is already an officer of the Company in his own right, an alternate Director shall not, as such, have any rights other than those mentioned in Article 11.2.
- 11.2 An alternate Director shall be entitled to receive notice of all meetings of Directors and to attend, speak and vote at any such meeting at which the Director appointing him is not personally present but it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom. A Director present at such meeting and appointed alternate Director for any other Directors entitled to attend and vote at such meeting shall have an additional vote for each of his appointors absent from the meeting. An alternate Director shall not be entitled to receive any remuneration from the Company for his services as an alternate Director. Without prejudice to the generality of the foregoing, an alternate Director shall for the purposes of these Articles be deemed to be the Director he represents.

- 11.3 An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.
- 11.4 Any appointment or removal of an alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.
- 11.5 Without prejudice to Article 11.2 and save as otherwise provided in these Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.
- 11.6 Regulations 65 to 69 (inclusive) shall not apply and Regulation 88 shall be modified accordingly.

12. POWERS OF DIRECTORS

The Directors may sanction the exercise by the Company of all the powers of the Company to make provision for the benefit of persons (including Directors) employed or formerly employed by the Company or any subsidiary of the Company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or any such subsidiary as are contained in Section 719 of the Act and Section 187 of the Insolvency Act 1986 and, subject to such sanction, the Directors may exercise all such powers of the Company.

13. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 13.1 The Directors of the Company shall not retire by rotation, and Regulations 73 to 77 (inclusive) of Table A shall not apply and Regulation 78 shall be modified accordingly.
 - 13.2.1 The A Shareholder shall be entitled at any time and from time to time to appoint up to the maximum number of Directors permitted by these Articles and to remove any such Directors from office and to appoint any other person in place of any such Director so removed or dying or otherwise vacating office.
 - 13.2.2 Until the redesignation of the A Share in accordance with Article 3.4 the B Shareholders shall not be entitled to appoint or remove from office any Director. After such redesignation the holders of a majority in nominal value of the issued B Shares shall be entitled at any time and from time to time to appoint up to the maximum number of Directors permitted by these Articles and to remove any such Directors from office and to appoint any other person in place of any such Director so removed or dying or otherwise vacating office.
 - 13.2.3 On or as soon as practicable after the redesignation of the A Share in accordance with Article 3.4 the A Shareholder shall remove any Directors and any Secretary appointed by it from office without claim

for compensation and the holders of a majority in nominal value of the issued B Shares shall appoint at least one Director and the Secretary in their place.

13.2.4 Every appointment or removal made pursuant to this Article 13.2 shall be made by notice in writing to the Company signed by or on behalf of the person or persons entitled to make the same. Such notice shall take effect when served or deemed to be served on the Company in accordance with Article 19.2.

13.3 Save as provided by this Article 13 and subject to the provisions of the Act, no Director shall be appointed or removed from office, and the Company in general meeting shall have no power of appointing or removing Directors, but each of the Directors appointed by or under this Article 13 and every other Director hereafter appointed shall hold office until he is either removed in the manner provided by this Article 13 or dies or otherwise vacates office under the provisions contained in Article 14. Regulations 78 and 79 of Table A shall not apply.

14. DISQUALIFICATION AND REMOVAL OF DIRECTORS

14.1 The office of Director shall be vacated if:-

14.1.1 he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director; or

14.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

14.1.3 he is a person of unsound mind; or

14.1.4 he resigns his office by notice to the Company; or

14.1.5 he is removed from office under Section 303 of the Act; or

14.1.6 he is removed from office pursuant to Article 13.2;

and Regulation 81 of Table A shall not apply.

14.2 No persons shall be disqualified from being or becoming a Director by reason of his attaining or having attained the age of 70 years or any other age.

15. DIRECTORS' INTERESTS

Provided that a Director declares his interest in a contract or arrangement or proposed contract or arrangement with the Company in the manner provided by Section 317 of the Act, he shall be counted in the quorum of any meeting of Directors at which the same is considered and shall be entitled to vote as a Director in respect thereof. Regulation 94 of Table A shall not apply.

16. **DIRECTORS' GRATUITIES AND PENSIONS**

Regulation 87 of Table A shall not apply

17. **PROCEEDINGS OF DIRECTORS**

- 17.1 The quorum for the transaction of the business of the Directors shall, except when one Director only is in office, be two. A person who holds office as an alternate Director shall, if his appointor is not present, be counted in the quorum. When one Director only is in office he shall have and may exercise all the powers and authorities in and over the affairs of the Company as are conferred on the Directors by these Articles.
- 17.2 In the case of an equality of votes, the chairman shall not have a second or casting vote.
- 17.3 A resolution in writing executed by all the Directors (including a sole Director) entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may be contained in one document or in several documents in the same terms and executed by one or more Directors; but a resolution executed by an alternate Director need not also be executed by his appointor and, if it is executed by a Director who has appointed an alternate Director, it need not be executed by the alternate Director in that capacity.
- 17.4 Provided that due notice of such telephone conference call has been given as would be required for notice of a meeting of the Directors or (as the case may be) a committee of Directors, a telephone conference call during which a quorum of the Directors for the purposes of the business intended to be conducted at that meeting participates in the call shall be deemed to be a meeting of the Directors or (as the case may be) a committee of the Directors so long as all those participating can hear and speak to each other throughout the call. A resolution passed by the Directors at such a meeting shall be as valid as it would have been if passed at an actual meeting duly convened and held.

18. **DIVIDENDS**

- 18.1 The Directors may retain the dividends payable upon Shares in respect of which any person is under the provisions as to the transmission of Shares herein contained entitled to become a Member, or which any person under those provisions is entitled to transfer, until such person shall become a member in respect of such Shares or shall duly transfer the same in either case subject to Article 5. Regulation 31 of Table A shall be modified accordingly.

- 18.2 The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a Share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend unclaimed after a period of twelve years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company. Regulation 108 of Table A shall not apply.
- 18.3 The Directors may deduct from any dividend payable on or in respect of a Share all sums of money presently payable by the holder to the Company on any account whatsoever.

19. NOTICES

- 19.1 Any notice given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing. Any notice given by or on behalf of any person to the Company may be given by leaving the same at or by sending the same by post to the Office or such other place as the Directors may appoint. Regulation 111 of Table A shall not apply.
- 19.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted. Regulation 115 of Table A shall not apply.

20. INDEMNITY

- 20.1 Subject to the provisions of, and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour, or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part, or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omissions in which relief is granted by the Court.
- 20.2 Subject to the provisions of and so far as may be permitted by the Act, the Company shall be entitled to purchase and maintain for any such Director, Auditor, Secretary or other officer, insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to the Company.