

Company Number: 04663024

THE COMPANIES ACT 2006

SPECIAL RESOLUTION

OF

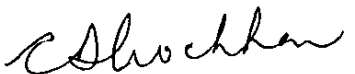
ICICI Bank UK PLC

At a General Meeting of the above named company

Duly convened and held on the 15th day of April 2011, the following

SPECIAL RESOLUTION was duly passed:-

That the Articles of Association produced at the meeting and approved by the Members be adopted as the new Articles of Association of the Company in substitution for, to the exclusion of, the existing Memorandum and Articles of Association.


.....

Chairperson

WEDNESDAY



A44 *ALKKATGI* 20/04/2011 188
COMPANIES HOUSE

Company number
04663024

THE COMPANIES ACT 2006
A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

ICICI BANK UK PLC

*(adopted by special resolutions passed on October 26, 2006, July 9, 2008
and April 15, 2011)*

1	Model regulations do not apply	5
2	Interpretation	5
3	Limited liability of members	7
4	Objects Clause	8
	The objects for which the Company is established are	8
	Objects incidental or ancillary to the attainment of the main objects	12
5	12	
6	Powers to issue different classes of share	18
7	Authority to allot relevant securities	18
8	Dis-application of pre-emption rights	19
9	Power to pay commission and brokerage	20
10	Power to increase, consolidate, sub-divide and cancel shares	20
11	Power to issue share warrants	20
12	Conversion of shares into stock	21
13	Power to purchase own shares	22
14	Power to reduce capital	22
15	Trusts not recognised	22
16	Uncertificated shares - general powers	22
17	Variation of rights	23
18	Right to transfer shares	24
19	Transfers of uncertificated shares	24
20	Transfers of certificated shares	24
21	Other provisions relating to transfers	25
22	Notice of refusal	25
23	Transmission on death	25
24	Election of person entitled by transmission	25
25	Rights of person entitled by transmission.	26
26	Disclosure of interests in shares	26
27	Annual general meetings	28
28	Convening of General meetings	28
29	Separate general meetings	28
30	Length and form of notice	28
31	Omission or non-receipt of notice	29
32	Quorum	29
33	Security	29
34	Chairperson	29
35	Right to attend and speak	30
36	Resolutions and amendments	30
37	Adjournment	31
38	Meeting at more than one place	31
39	Method of voting and demand for poll	32
40	How poll is to be taken	33
41	Chairperson's casting vote	33
42	Voting rights	33
43	Representation of corporations	34
44	Voting rights of joint holders	34
45	Voting rights of members incapable of managing their affairs	34
46	Voting rights suspended where sums overdue	34
47	Objections to admissibility of votes	34
48	Proxies	35
49	Appointment of proxy	35
50	Receipt of proxy	35
51	Notice of revocation of authority	36

52	Number of directors	37
53	Directors need not be members	37
54	Age of directors	37
55	Appointment of directors by the Company	37
56	Separate resolutions for appointment of each director	38
57	The board's power to appoint directors	38
58	Retirement of directors	38
59	Removal of directors	38
60	Vacation of office of director	39
61	Executive directors	39
62	Designation as "director"	39
63	Power to appoint alternate directors	40
64	Directors' fees	40
65	Special remuneration	41
66	Expenses	41
67	Pensions and other benefits	41
68	General powers of the board to manage the Company's business	41
69	Directors' duties	41
70	Power to act notwithstanding vacancy	42
71	Provisions for employees	42
72	Directors may delegate	42
73	Delegation to individual directors	43
74	Committees	43
75	Board Committees	43
76	Local boards	43
77	Powers of attorney	44
78	Directors' interests in relation to transactions or arrangements with the Company	45
79	Directors' interests and voting	45
80	Board meetings	48
81	Notice of board meetings	48
82	Quorum	48
83	Chairperson or deputy chairperson to preside	48
84	Competence of board meetings	48
85	Voting	48
86	Telephone board meeting	49
87	Directors' written resolutions	49
88	Adoption of directors' written resolutions	50
89	Directors' discretion to make further rules	50
90	Validity of acts of directors in spite of formal defect	50
91	Minutes	50
92	Secretary	51
93	Issue of share certificates	51
94	Charges for and replacement of certificates	51
95	Lien on partly paid shares	52
96	Enforcement of lien	53
97	Calls	54
98	Interest on calls	54
99	Sums treated as calls	54
100	Power to differentiate	54
101	Payment of calls in advance	54
102	Notice of unpaid calls and intended forfeiture	55
103	Forfeiture on non-compliance with notice	55
104	Power to annul forfeiture or surrender	56

105	Disposal of forfeited or surrendered shares	56
106	Arrears to be paid notwithstanding forfeiture or surrender	57
107	Seal	57
108	Declaration of dividends by the Company	57
109	Fixed and interim dividends	58
110	Calculation and currency of dividends	58
111	Method of payment	58
112	Dividends not to bear interest	59
113	Calls or debts may be deducted from dividends	59
114	Unclaimed dividends etc	59
115	Uncashed dividends	59
116	Dividends <i>in specie</i>	60
117	Scrip dividends.	60
118	Waiver of dividends	61
119	Capitalisation of reserves	61
120	Capitalisation of reserves - employees' share schemes	62
121	Fixing of record dates	63
122	Accounting records	63
123	Form of notices	63
124	Manner of giving notices	64
125	Notice by advertisement	64
126	When notice is deemed given	64
127	Record date for giving notices	65
128	Notice to person entitled by transmission	65
129	Sale of shares of untraced members	65
130	Application of proceeds of sale	66
131	Destruction of documents	67
132	Powers to distribute <i>in specie</i>	68
133	Indemnity of officers	68
134	Insurance	69

PRELIMINARY

1. Model regulations do not apply

None of the regulations in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended shall apply to the Company

2. Interpretation

(a) In these articles, unless the contrary intention appears

(i) the following definitions apply

Act means the Companies Act 2006,

these articles means these articles of association, as from time to time altered,

board means the board of directors for the time being of the Company,

clear days means, in relation to the period of a 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,

committee means a committee of the board and non board committee including committee of executives,

communication has the same meaning as in the Electronic Communications Act 2000,

Company means ICICI Bank UK plc,

director means a director for the time being of the Company,

electronic communication has the same meaning as in the Electronic Communications Act 2000,

holder in relation to any share means the member whose name is entered in the register as the holder of that share,

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

paid up means paid up or credited as paid up,

person entitled by transmission means a person whose entitlement to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to its transmission by operation of law has been noted in the register,

register means either or both of the issuer register of members and the Operator register of members,

relevant system means a computer-based system, and procedures, which enable title to units of a security to be evidenced and transferred without a

written instrument, pursuant to the Uncertificated Securities Regulations 2001,

seal means any common seal of the Company or any official seal or securities seal which the Company may have or be permitted to have under the Statutes,

secretary means the secretary of the Company or, if there are joint secretaries, any of the joint secretaries and includes an assistant or deputy secretary and any person appointed by the board to perform any of the duties of the secretary of the Company,

Statutes means the Act, the Uncertificated Securities Regulations 2001 and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act,

treasury shares means those shares held by the Company in treasury in accordance with section 724 of the Act, and

UKLA means the UK Listing Authority, and

working days means a day (other than a Saturday or Sunday) on which banks are generally open in London for normal business,

- (ii) any reference to an uncertificated share, or to a share being held in uncertificated form, means a share title to which may be transferred by means of a relevant system, and any reference to a certificated share means any share other than an uncertificated share,
- (iii) any other words or expressions defined in the Act or, if not defined in the Act, in any other of the Statutes (in each case as in force on the date of adoption of these articles) have the same meaning in these articles except that the word **company** includes any body corporate,
- (iv) any reference in these articles to any statute or statutory provision includes a reference to any modification or re-enactment of it for the time being in force,
- (v) words importing the singular number include the plural number and vice versa, words importing one gender include the other gender and words importing persons include bodies corporate and unincorporated associations,
- (vi) any reference to writing includes a reference to any method of reproducing words in a legible form,
- (vii) any reference to doing something by electronic means includes doing it by an electronic communication,
- (viii) any reference to a signature or to something being signed or executed includes an electronic signature or other means of verifying the authenticity of an electronic communication which the board may from time to time approve, a signature printed or reproduced by mechanical or other means or any stamp or other distinctive marking made by or with the authority of the person required to sign the document to indicate it is approved by such person,

- (ix) any reference to a document being sealed or executed under seal or under the common seal of any body corporate (including the Company) or any similar expression includes a reference to its being executed in any other manner which has the same effect as if it were executed under seal,
- (x) any reference to a meeting shall not be taken as requiring more than one person to be present in person if any quorum requirement can be satisfied by one person,
- (xi) any reference to a show of hands includes such other method of casting votes as the board may from time to time approve,
- (xii) where the Company has a power of sale or other right of disposal in relation to any share, any reference to the power of the Company or the board to authorise a person to transfer that share to or as directed by the person to whom the share has been sold or disposed of shall, in the case of an uncertificated share, be deemed to include a reference to such other action as may be necessary to enable that share to be registered in the name of that person or as directed by him, and
- (xiii) any reference to
 - (A) rights attaching to any share,
 - (B) members having a right to attend and vote at general meetings of the Company,
 - (C) dividends being paid, or any other distribution of the Company's assets being made, to members, or
 - (D) interests in a certain proportion or percentage of the issued share capital, or any class of share capital,shall, unless otherwise expressly provided by the Statutes, be construed as though any treasury shares held by the Company had been cancelled
- (b) Subject to the Statutes, a special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required and a special resolution shall be effective for any purpose for which an extraordinary resolution is required under these articles
- (c) Headings to these articles are inserted for convenience only and shall not affect construction

3. Limited liability of members

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

OBJECTS

4. Objects Clause

The objects for which the Company is established are

- (a) To establish and carry on business of banking in any part of United Kingdom or outside United Kingdom
- (b) To carry on the business of accepting, for the purpose of lending or investment, of deposits of money repayable on demand or otherwise and withdrawable by cheque, draft, order or otherwise
- (c) To borrow, raise or take up money, lend or advance money with or without interest either upon or without security
- (d) To draw, make, execute, issue, endorse, negotiate, accept, discount, buy, sell, collect and deal in bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures, bonds, mortgage-backed securities, letters of credit or obligations, certificates, scrips and other instruments and securities whether transferable or negotiable or mercantile or not
- (e) To grant and issue letters of credit, traveller's cheques and circular notes, buy, sell and deal in bullion and specie
- (f) To receive all kinds of bonds, scrips or valuables on deposit or for safe custody or otherwise, provide safe deposit vaults, collect and transmit money, negotiable instruments and all securities
- (g) To buy, acquire, issue on commission, deal, sell, dispose of, exchange, convert, underwrite, subscribe, participate, invest in and hold whether on its own account or on behalf of any person, Body Corporate, company, society, firm or association of persons whether incorporated or not, shares, stocks, funds, debentures, debenture stocks, units, promissory notes, bills of exchange, bonds, warrants, participation certificates or participation units, other money market or capital market instruments, obligations and securities and investments of all kinds issued or guaranteed by any government, state, dominion, sovereign body, commission, public body or authority, supreme, local or municipal or company or body, whether incorporated or not or by any person or association
- (h) To securitise, purchase, acquire, invest in, transfer, sell, dispose of or trade in any financial asset whatsoever, receivables, debts, whether unsecured or secured by mortgage of immoveables or charge on movables or otherwise, securitised debts, asset or mortgaged backed securities or mortgage backed securitised debts and to manage, service or collect the same and to appoint managing, servicing or collection agent therefore and to issue certificates or other instruments in respect thereof to public or private investors and to guarantee and insure the due payment, fulfillment and performance of obligations in respect thereof or in connection therewith and to promote, establish, undertake, organize, manage, hold or dispose of any special purpose entity, body corporate or vehicle for carrying on all or any such activities
- (i) To act as foreign exchange dealer and to buy, sell or otherwise deal in all kinds of foreign currencies including foreign bank notes, foreign currency options, forward

covers, swaps of all kinds and to transact for itself or on behalf of any person, Body Corporate, company, society, firm or association of persons whether incorporated or not, all transactions in foreign currencies

- (j) To carry on the activities of bill discounting, rediscounting bills, marketing, factoring, dealing in commercial paper, treasury bills, certificate of deposits and other financial instruments
- (k) To act as agents for any government or local authority or any other person or persons, carry on agency business of any description including clearing and forwarding of goods, give receipts and discharges and otherwise act as an attorney on behalf of customers, but excluding the business of a managing agent or secretary and treasurer of a company
- (l) To contract for public and private loans and advances and negotiate and issue the same
- (m) To form, constitute, promote, act as managing and issuing agents, brokers, sub-brokers, prepare projects and feasibility reports for and on behalf of any company, association, society, firm, individual and Body Corporate
- (n) To carry on and transact every kind of guarantee and indemnity business
- (o) To undertake and execute trusts and the administration of estates as executor or trustee
- (p) To act as Registrar and Transfer Agents and Registrar to the Issue, Issue Agents and Paying Agents
- (q) To provide custodial and depository services and to do all such things as may be advised, permitted or required for this purpose
- (r) To effect, insure, guarantee, underwrite, participate in managing and carrying out of any issue, public or private, of state, municipal or other loans or of shares, stock, debentures or debenture stock of any company, corporation or association and the lending of money for the purpose of any such issue
- (s) (i) To provide credit, charge, debit, saving, investment or other facilities to any person or persons (whether individuals, firms, companies, bodies, corporate or other entities), whether in the private or public sector by issuance of credit, charge, debit, stored value, prepaid, smart or other cards whether private label, co-branded, affinity or otherwise and to provide fee based services to merchant and card members or cardholders
- (t) (ii) To establish and maintain card acceptance network (including physical, electronic, computer or automated machines network) and to engage in merchant acquisition or location management
- (u) To provide or assist in obtaining, directly or indirectly, advice or services in various fields such as management, finance, investment, technology, administration, commerce, law, economics, labour, human resources development, industry, public relations, statistics, science, computers, accountancy, taxation, fund management, foreign exchange dealings, quality control, processing, strategic planning and valuation

- (v) To do any other form of business which the Board of Directors may specify as a form of business in which it is lawful for a banking company to engage
- (w) To carry on the business of assisting industrial infrastructure and commercial enterprises
- (x) in general by assisting in the creation, expansion and modernisation of such enterprises,
- (y) encouraging and promoting the participation of capital, both internal and external in such enterprises,
- (z) and in particular by
- (aa) providing finance in the form of long, medium or short term loans or equity participations ,
- (bb) sponsoring and underwriting new issues of shares and securities ,
- (cc) guaranteeing loans from other investment sources ,
- (dd) making funds available for re-investment by revolving investments as rapidly as prudent ,
- (ee) performing and undertaking activities pertaining to leasing, giving on hire or hire-purchase, warehousing, bill marketing, factoring and related fields,
- (ff) To lend money, with or without interest, (with or without security) for any maturity, in any form whatsoever including by way of loans, advances, instalment credit, trade finance, hire or otherwise to any person or persons (whether individuals, firms, companies, bodies corporate, Government, State, Sovereign, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sector, for any purpose whatsoever, including agriculture, industry, infrastructure, export-import, housing, consumer or others
- (gg) To lend money, with or without interest, (with or without security) for any maturity, in any form whatsoever, to any person or persons (whether individuals, firms, companies, bodies corporate, Government, State, Sovereign, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sector, to purchase or acquire any freehold or leasehold lands, estate or interest in or to take demise for any term or terms of years of any land or property or to construct, erect, purchase, extend, alter, renovate, develop or repair any house or building or any form of real estate or any part or portion thereof
- (hh) To provide financial assistance to any person or persons (whether individuals, firms, companies, bodies corporate, Government, State, Sovereign, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sector for any purpose whatsoever by means of leasing, giving on hire or hire-purchase, lending, selling, reselling, or otherwise disposing of all forms of immovable and moveable properties and assets of any kind, nature or use, whatsoever and for the purpose, purchasing or otherwise acquiring dominion over the same, whether new or used

- (ii) To issue, subscribe to, acquire, purchase, sell, dispose of, deal or trade in derivative financial instruments including futures, forwards, options, swaps, caps, collars, floors, swap options, bond options or other derivative instruments whether traded on any market or exchange or otherwise for proprietary trading activities or for any person or persons (whether individuals, firms, companies, bodies corporate, Government, State, Sovereign, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sector
- (jj) To purchase, acquire, sell, dispose of, deal or trade in commodities (including but not limited to bullion, metals, non-metals, energy and energy products, electricity or agricultural products), as permitted for banking companies to undertake from time to time, and to issue, acquire, dispose of, deal or trade in derivative instruments in respect thereof including futures, forwards, options, swaps, caps, collars, floors, swap options or other derivative instruments whether traded on any market or exchange or otherwise for proprietary trading activities or for any person or persons (whether individuals, firms, companies, bodies corporate, Government, State, Sovereign, public body or authority, supreme, local or otherwise or other entities), whether in the private or public sector
- (kk) To promote, organize, manage or undertake the activities of insurance intermediaries including insurance or reinsurance brokers, consultants, surveyors, loss assessors, loss control engineers, risk managers, actuarial analyst and to buy, sell, market, distribute, deal in or dispose of insurance products and related investments
- (ll) To promote, organise or manage funds or investments on a discretionary or non-discretionary basis on behalf of any person or persons (whether individual, firms, companies, bodies, corporate, public body or authority, supreme, local or otherwise, trusts, pension funds, offshore funds, charities, other associations or other entities), whether in the private or public sector
- (mm) To act as Trustee of any deeds, constituting or securing any debentures, debenture stock, or other securities or obligations and to undertake and execute any other trusts, and also to undertake the office of or exercise the powers of executor, administrator, receiver, treasurer, custodian and trust corporation
- (nn) To promote, organize, manage or undertake, marketing, trading, distribution or servicing of insurance and assurance products of all kinds, whether life or general, financial, investment or other products including (without limitation) securities, stocks, shares, debentures, bonds, units, certificates or services offered by the Company and/or by any person, firm, company, body corporate, mutual fund, government, state, public body or authority, supreme, municipal, local or otherwise, through the Company's branches, offices, call or contact centres or other outlets, franchisees or agents or through print, voice, video, electronic or other media or through remote facilities including (without limitation) electronic, computer or automated machines network or other modes of communication and for that purpose to appoint or avail the services of agents, brokers, franchisees or distributors by whatever name called
- (oo) To provide financial services, advisory and counselling services and facilities of every description capable of being provided by share and stock brokers, share and stock jobbers, share dealers, investment fund managers and to arrange and sponsor public and private issues or placement of shares and loan capital and to negotiate and underwrite such issues

5. Objects incidental or ancillary to the attainment of the main objects:

- (a) To establish, maintain and operate electronic teller machines for carrying on any of the banking businesses
- (b) To acquire and undertake the whole or any part of the business, property and liabilities of any person carrying on any business which the Company is authorized to carry on or possession of property suitable for the purposes of the objects of the Company
- (c) To manage, sell and realize any property which may come into the possession of the Company in satisfaction or part satisfaction of any of its claims
- (d) To acquire and hold and generally deal with any property or any right, title or interest in any such property which may form the security or part of the security for any loan or advance or which may be connected with any such security
- (e) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, schools, hospitals, guest-houses, clubs and conveniences which may be considered to benefit employees or ex-employees of the Company or the dependents or connections of such persons or any other persons, natural or judicial, granting pensions and allowances and making payments towards insurance, subscribing to or guaranteeing moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful object
- (f) To aid and support any person, association, body or movement whose object is solution, settlement or surmounting of industrial or labour problems or the promotion of industry, trade or business of the Company or for the promotion of science and technology, cultural activities, sports, environment, rural development and other social and welfare activities
- (g) To acquire, construct, maintain and alter any building or work necessary or convenient for the purpose of the Company
- (h) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of or turn into account or otherwise deal with all or any part of the property and rights of the Company
- (i) To acquire by purchase, lease or otherwise any premises for the construction and/or establishment of a safe-deposit vault or vaults and to maintain therein fire-proof and burglar-proof strong rooms, safes and other receptacles for deeds, securities, documents, money, jewellery and valuables of all kinds
- (j) To procure the registration, incorporation or recognition of the Company under the laws or regulations of any other place outside United Kingdom and to pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider to be preliminary, out of the funds of the Company
- (k) To promote or procure incorporation, formation or setting up of concerns and undertakings whether as company, Body Corporate, partnership or any other association of persons for engaging in any business and to pay out of the funds of

the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of any other Company by it, subject to the provisions of the Act

- (l) To develop and promote new financing instruments of all kinds whether for the capital or money markets
- (m) To acquire and undertake the whole or any part of the business of any person or company, when such business is of a nature enumerated or described hereunder
- (n) To commence and carry on activities with a view to encourage savings and investments and participations in income, profits and gains accruing to the Company from the acquisition, holding, management and disposal of securities
- (o) To place deposits, keep money with security or otherwise either for or without interest with any person, company, bank, financial and other institution, trust, corporation, local authority, government, cooperative society, HUF or other body (whether incorporated or not)
- (p) To acquire, hold, manage, buy, sell, exchange, mortgage, charge, lease, license or grant any right or interest in, over or upon any movable or immovable property of any kind, including contingent and reversionary interest in any property
- (q) To carry on activities of holding any charter or sponsoring any Act of Legislation and/or to acquire any privilege, monopoly, licence, patent or other right, power from any government or parliament or from any local or any other authority in India or elsewhere and to exercise any powers, rights, or privileges so obtained and in the matters and for the purposes aforesaid to act solely or jointly with any other person, corporation or body and to apply for registration and act as accredited investment advisers to any mutual fund, unit trust with any regulatory authority in United Kingdom or elsewhere
- (r) To apply for and become member of any trade association, commodity exchange, clearing-house, society, company, management association or any other association, professional body, stock exchange, depository trust company whether it be in India or elsewhere and to communicate with various chambers of commerce and other mercantile and public bodies in United Kingdom or elsewhere, concert and promote measures for the protection and/or promotion of the Company's trade, industry and persons engaged therein
- (s) To apply for, purchase or otherwise acquire, protect and renew in United Kingdom or elsewhere, patents, licences, concessions, patent rights, trade marks, designs, conferring any exclusive or non-exclusive or limited rights to their use of any secret or other information regarding any invention, research which may seem capable of being used for any purpose of the Company and to use, develop or grant licence in respect thereof or otherwise turn to account the rights or information so acquired and expend money in improving any such patents, rights or inventions
- (t) To enter into agreements, contracts for, undertake or otherwise arrange for receiving, mailing or forwarding any circular, notice, report, brochure, material, article and thing belonging to any company, corporation, firm, institution or person or persons by means of delivery by hand or otherwise

- (u) To purchase, take on lease or licence or in exchange, hire or otherwise acquire any immovable or movable property, rights or privileges which the Company may think necessary or convenient for any business of the Company and to develop and turn to account and deal with the same and, in particular, any land, tenements, buildings and easements in such manner as may be thought expedient and to construct, reconstruct, maintain and alter any immovable or movable property or works necessary or convenient for the purpose of the Company and to pay for the same either in cash or in shares or securities or otherwise and to sell, let, lease or under lease or otherwise dispose of or grant right over any movable or immovable property belonging to the Company
- (v) To manage land, buildings and other property both movable and immovable and to collect rents and income and to supply to tenants, users and occupiers, attendants, servants, waiting-rooms, reading rooms and other conveniences and services as may be necessary
- (w) To apply for, promote and obtain any order, directive, instruction, regulation, ordinance and other authorization or enactment of the Central or any state government or any other authority for enabling the Company to put any of its objects to effect or for effecting any modification or change in any of the Company's business or constitutions and to oppose any bill, statute, rule, regulation, guideline, proceeding or application which may seem to prejudice the Company's business or interests
- (x) To open, maintain, operate and close account or accounts with any firm or company or with any bank or banks or financial institutions or other financiers and to pay or earn interest and to withdraw money from such account or accounts
- (y) To train or pay for the training in United Kingdom or abroad of any of the Company's employee or any person in the interest of or in furtherance of the Company's objects
- (z) To enter into any arrangement with any government or government departments or authorities or any authority that may seem conducive to the attainment of the Company's objects and to obtain from any such government or government departments or authorities any right, privilege, licence and concession necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangement, right or privilege or concession
- (aa) Subject to the provisions of the Companies Act, to distribute any of the Company's property amongst the Members of the Company
- (bb) To provide for and furnish or secure to any Member or customer of the Company or to any subscriber to or purchaser or possessor of any publication of the Company or of any coupon or ticket, issued with any publication of the Company, any convenience, advantage, benefit or special privilege, which may seem expedient or necessary, either gratuitously or otherwise
- (cc) To sell, improve, manage, develop, exchange, lease, give on licence, mortgage, dispose of, or transfer business, property and undertakings of the Company or any part thereof with or without any consideration which the Company may deem fit to accept for attaining the main objects of the Company

- (dd) To provide for the welfare of employees or ex-employees of the Company or its predecessors in business and the spouse, widow or widower, father (including stepfather), mother (including stepmother), brother (including stepbrother), sister (including stepsister), son (including stepson), daughter (including stepdaughter), son's widow, daughter's widower, deceased son's children, deceased daughter's children or the dependents of such employees or ex-employees by building or contributing to the building of houses or dwellings or by grant of money, pensions, allowances, bonus or other payments or by building or<+>contributing to the building of houses or dwelling or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and to subscribe to, contribute to or otherwise assist charitable, benevolent, national and/or other institutions or objects
- (ee) To establish, hold or conduct competitions in respect of contribution or information suitable for insertion in any publications of the Company or otherwise for any of the purposes of the Company and to offer and grant prizes, rewards and premiums of such character and on such terms as may be expedient
- (ff) To refer to or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and third parties, to arbitration and to observe and perform and do all acts, matters and things necessary to carry out or enforce the awards
- (gg) To enter into partnership or into any arrangement for joint ventures in business for sharing profits, union of interest, lease, licence or otherwise, reciprocal concession or cooperate with any person, firm or company or to amalgamate with any person, firm or company carrying on or proposing to carry on any business
- (hh) To form, promote, subsidize, organize, assist, maintain and conduct or aid in forming, promoting, subsidizing, organizing, assisting, maintaining research laboratories, experimental workshops or conducting studies, research, aiding tests and experiments on scientific, technical, economic, commercial or any other subject and undertake all types of technical, economic and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership firm or person or persons undertaking or conducting such research, study and provide, subsidize, endow, assist in laboratories, workshops, libraries, meetings, lectures and conferences and by providing for the remuneration of professors or teachers on any subject and by providing for the awards, exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind
- (ii) To establish and maintain branches and agencies at any place or places in India or other parts of the world for the conduct of the business of the Company or for the purposes of enabling the Company to carry on its business more efficiently and to exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branch in the United Kingdom and in any or all states, territories, possessions, colonies and dependencies and to discontinue and reconstitute any such offices, branches or agencies

- (jj) To enter into any contract or arrangement for more efficient conduct of the business of the Company or any part thereof and to subcontract any such contract or arrangement
- (kk) To adopt such means of making known and advertising the business and products of the Company as may be expedient
- (ll) To issue or allot fully or partly-paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company
- (mm) To insure any of the property, undertaking, contract, risk or obligation of the Company in any manner whatsoever
- (nn) To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient
- (oo) To do all or any of the above things and all such other things as are incidental or as may be thought conducive to the attainment of the above objects or any of them in United Kingdom or any other part of the world either as principals agents trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents, contractors trustees or otherwise and to do all such things as are incidental or conducive to the attainment of the above objects
- (pp) To open, establish, maintain and operate currency chests and small coin depots and enter into all administrative or other arrangements for undertaking such functions
- (qq) To develop, improve, design, market, distribute, sell or license software and programme products of any and all descriptions in connection with or incidental or conducive to or in furtherance of the attainment of any of the objects of the Company
- (rr) To operate delivery services in connection with or incidental or conducive to or in furtherance of the attainment of any of the objects of the Company, and to own, operate and maintain all modes of transportation, warehouses, depots or godowns in connection with or incidental or conducive to or in furtherance of the attainment of any of the objects of the Company
- (ss) To appoint trustees (whether individuals or corporations) to hold securities on behalf of and to protect the interests of the Company
- (tt) To promote, sponsor, organise, manage or undertake events, exhibitions, conferences, lectures, seminars, printing, publication or distribution of any books, report, literature, newspapers, publicity or other materials in connections with or incidental or conducive to or in furtherance of the attainment of any of the objects of the Company
- (uu) To promote, own, establish, operate or maintain branches and other outlets or media, data, call or contact centres or other remote facilities for trading, marketing, distribution or conducting transactions including (without limitation) electronic data interchange, transaction initiation, processing, clearing or settlement services by

means of electronic, computer or automated machines network or by any other modes of communication in financial and other products or services

- (vv) To do all such other things as are incidental or conducive to the promotion or advancements of the business of the Company

SHARE CAPITAL

6. Powers to issue different classes of share

- (a) Subject to the articles, but without prejudice to articles 6 or to the rights attached to any existing share, the company may issue further classes of shares with such rights or restrictions as may be determined by ordinary resolution and to vary, modify, or abrogate any such right, privilege or condition or restriction in such manner as may for the time being be permitted by these articles or the legislative provisions for the time being in force
- (b) 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
- (c) Subject to article 17, in the event that rights and restrictions attaching to shares are determined by ordinary resolution or by the directors pursuant to this article, those rights and restrictions shall apply, in particular in place of any rights or restrictions that would otherwise apply by virtue of the Companies Act in the absence of any provisions in the articles of a company as if those rights and restrictions were set out in the articles
- (d) Subject to the applicable provisions of the Act, the Company shall have the power to issue preference shares which are, or at the option of the Company are to be, liable to be redeemed provided that
 - (i) no such shares shall be redeemed except out of profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption,
 - (ii) no such shares shall be redeemed unless they are fully paid,
 - (iii) the premium, if any, payable on redemption must have been provided for out of the profits of the Company or the Company's Share Premium Account before the shares are redeemed, and
 - (iv) where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called the Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed and the provisions of the Act relating to the reduction of the share capital of the Company shall, apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company

7. Authority to allot relevant securities

The Company may from time to time pass an ordinary resolution referring to this article and authorising, in accordance with section 551 of the Act, the board to exercise all the powers of the Company to allot relevant securities and

- (i) on the passing of the resolution the board shall be generally and unconditionally authorised to allot relevant securities (as defined for the

purposes of that section) up to the nominal amount specified in the resolution; and

- (ii) unless previously revoked the authority shall expire on the day specified in the resolution (not being more than five years after the date on which the resolution is passed),

but any authority given under this article shall allow the Company, before the authority expires, to make an offer or agreement which would or might require relevant securities to be allotted after it expires

8. Dis-application of pre-emption rights

- (a) Subject (other than in relation to the sale of treasury shares) to the board being generally authorised to allot relevant securities in accordance with section 549 of the Act, the Company may from time to time resolve, by a special resolution referring to this article, that the board be given power to allot equity securities for cash and, on the passing of the resolution, the board shall have power to allot (pursuant to that authority) equity securities for cash as if section 561 of the Act did not apply to the allotment but that power shall be limited
 - (i) to the allotment of equity securities in connection with a rights issue, and
 - (ii) to the allotment (other than in connection with a rights issue) of equity securities having a nominal amount not exceeding in aggregate the sum specified in the special resolution,

and unless previously revoked, that power shall (if so provided in the special resolution) expire on the date specified in the special resolution of the Company. The Company may before the power expires make an offer or agreement which would or might require equity securities to be allotted after it expires

- (b) For the purposes of this article
 - (i) **equity securities** has the meaning given to it in section 560 of the Act,
 - (ii) **rights issue** means an offer or issue of equity securities open for acceptance for a period fixed by the board to or in favour of holders of shares on the register on a date fixed by the board where the equity securities respectively attributable to the interests of all those holders are proportionate (as nearly as practicable) to the respective number of shares held by them on that date but the board may make such exclusions or other arrangements as the board considers expedient in relation to fractional entitlements or legal or practical problems under the laws in any territory or the requirements of any relevant regulatory body or stock exchange, and
 - (iii) a reference to the **allotment of equity securities** includes the sale of any relevant shares in the Company or (as the case may be) relevant shares of a particular class, if immediately before the sale, the shares were held by the Company as treasury shares pursuant to section 724 of the Act

9. Power to pay commission and brokerage

The Company may in connection with the issue of any shares exercise all powers of paying commission and brokerage conferred or permitted by the Statutes

10. Power to increase, consolidate, sub-divide and cancel shares

- (a) The Company may by ordinary resolution
 - (i) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares,
 - (ii) sub-divide its shares, or any of them, into shares of a smaller amount than is fixed by the memorandum of association or these articles, but so that the proportion between the amount paid up and the amount (if any) not paid up on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived, and
 - (iii) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled
- (b) A resolution by which any share is sub-divided may determine that, as between the holders of the shares resulting from the sub-division, one or more of the shares may have such preferred or other special rights, or may have such qualified or deferred rights or be subject to such restrictions, as compared with the other or others, as the Company has power to attach to new shares
- (c) If as a result of any consolidation and division or sub-division of shares any members would become entitled to fractions of a share, the board may deal with the fractions as it thinks fit. In particular, the board may
 - (i) (on behalf of those members) aggregate and sell the shares representing the fractions to any person (including, subject to the Statutes, the Company) and distribute the net proceeds of sale in due proportion among those members (except that any proceeds in respect of any holding less than a sum fixed by the board may be retained for the benefit of the Company), or
 - (ii) subject to the Statutes, first, allot to a member credited as fully paid by way of capitalisation of any reserve account of the Company such number of shares as rounds up his/her holding to a number which, following consolidation and division or sub-division, leaves a whole number of shares
- (d) For the purpose of a sale under paragraph (c) (i) above, the board may authorise a person to transfer the shares to, or as directed by, the purchaser, who shall not be bound to see to the application of the purchase money and the title of the new holder to the shares shall not be affected by any irregularity in or invalidity of the proceedings relating to the sale

11. Power to issue share warrants

- (a) Subject to the Statutes and these articles, the Company may issue a share warrant with respect to any fully paid share

- (b) Every share warrant shall be issued under seal, or in such other manner as the board may authorise, and shall state that the bearer is entitled to the shares to which it relates and may provide by coupons or otherwise for the payment of future dividends or other moneys on the shares included in it
- (c) A share included in a share warrant may be transferred by the delivery of the share warrant without any written transfer and without registration and none of the other provisions of these articles relating to the transfer of shares shall apply to any such transfer
- (d) The board may determine and from time to time may vary the conditions upon which a new share warrant or coupon may be issued in the place of one defaced, worn out, lost or destroyed, but a new share warrant or coupon shall only be issued to replace one that is alleged to have been lost or destroyed if the board is satisfied beyond reasonable doubt that the original share warrant or coupon has been destroyed
- (e) The board may also determine and from time to time may vary the conditions upon which share warrants shall be issued and, in particular, all or any of the conditions upon which
 - (i) the bearer of a share warrant shall be entitled to obtain payment of a dividend or other moneys payable in respect of the shares included in it,
 - (ii) the bearer of a share warrant shall be entitled to attend and vote at any general meeting of the Company, and
 - (iii) a share warrant may be surrendered for cancellation and the name of the bearer entered as a member in the register in respect of the shares included in the warrant
- (f) The bearer of a share warrant shall be subject to the conditions for the time being in force in relation to share warrants, whether made before or after the issue of the share warrant, and, subject to such conditions and to the Statutes, the bearer shall be deemed to be a member of the Company and shall be entitled to the same rights as if his/her name were entered in the register as the holder of the shares included in the share warrant
- (g) The Company shall not be bound to recognise (even when having notice of it) any interest in or in respect of any share represented by a share warrant, other than the bearer's absolute right to the warrant
- (h) The Company shall not be responsible for any loss or damage suffered by any person by reason of the Company entering in the register, upon the surrender of a share warrant, the name of any person who is not the true and lawful owner of that warrant

12. Conversion of shares into stock

- (a) The Company may by ordinary resolution convert all or any of its paid up shares into stock and re-convert stock into paid up shares of any denomination
- (b) When any shares have been converted into stock, a holder of stock may transfer his/her interest in it, or any part of his/her interest, in the same manner and subject

to the same regulations and restrictions as would have applied to the shares from which the stock arose if they had not been converted, or as nearly as circumstances permit except that the board shall have discretion to decide whether to apply to have the stock registered as a participating security for the purposes of a relevant system. The board may from time to time fix the minimum amount of stock transferable, provided that the minimum does not exceed the nominal amount of the shares from which the stock arose

- (c) A holder of stock shall, according to the amount of stock held by him, have the same rights, privileges and advantages in all respects as if he held the shares from which the stock arose but no such right, privilege or advantage (except participation in the dividends and profits of the Company and in the assets on a winding up) shall be conferred by an amount of stock which, if existing in shares, would not have conferred such right, privilege or advantage
- (d) Subject to the preceding paragraphs of this article, these articles applicable to paid up shares shall apply to stock and references to shares shall be construed accordingly

13. Power to purchase own shares

Subject to the Statutes, and to any rights conferred on the holders of any class of shares, the Company may purchase all or any of its shares of any class, including any redeemable shares

14. Power to reduce capital

Subject to the Statutes and to any rights conferred on the holders of any class of shares, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way

15. Trusts not recognised

Except as required by law or these articles, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or required to recognise (even when having notice of it) any interest in or in respect of any share, except the holder's absolute right to the entirety of the share

UNCERTIFICATED SHARES - GENERAL POWERS

16. Uncertificated shares - general powers

- (a) The board may permit any class of shares to be held in uncertificated form and to be transferred by means of a relevant system and may revoke any such permission
- (b) In relation to any share which is for the time being held in uncertificated form
 - (i) the Company may utilise the relevant system in which it is held to the fullest extent available from time to time in the exercise of any of its powers or functions under the Statutes or these articles or otherwise in effecting any actions and the board may from time to time determine the manner in which such powers, functions and actions shall be so exercised or effected,

- (ii) any provision in these articles which is inconsistent with
 - (A) the holding or transfer of that share in the manner prescribed or permitted by the Statutes,
 - (B) any other provision of the Statutes relating to shares held in uncertificated form, or
 - (C) the exercise of any powers or functions by the Company or the effecting by the Company of any actions by means of a relevant system,

shall not apply,

- (iii) the Company may, by notice to the holder of that share, require the holder to change the form of such share to certificated form within such period as may be specified in the notice,
 - (iv) the Company may require that share to be converted into certificated form in accordance with the Statutes, and
 - (v) the Company shall not issue a certificate
- (c) The Company may, by notice to the holder of any share in certificated form, direct that the form of such share may not be changed to uncertificated form for a period specified in such notice
 - (d) For the purpose of effecting any action by the Company, the board may determine that shares held by a person in uncertificated form shall be treated as a separate holding from shares held by that person in certificated form but shares of a class held by a person in uncertificated form shall not be treated as a separate class from shares of that class held by that person in certificated form

VARIATION OF RIGHTS

17. Variation of rights

- (a) Whenever the share capital of the Company is divided into different classes of shares, all or any of the rights for the time being attached to any class of shares in issue may from time to time (whether or not the Company is being wound up) be varied in such manner as those rights may provide or (if no such provision is made) either with the consent in writing of the holders of three-fourths in nominal value of the issued shares of that class or with the authority of an extraordinary resolution passed at a separate general meeting of the holders of those shares
- (b) The provisions of these articles relating to general meetings of the Company or to the proceedings at general meetings shall apply, *mutatis mutandis*, to every such separate general meeting, except that
 - (i) the quorum at any such meeting (other than an adjourned meeting) shall be two members present in person or by proxy holding at least one-third in nominal amount of the issued shares of the class,

- (ii) at an adjourned meeting the quorum shall be one member present in person or by proxy holding shares of the class,
 - (iii) every holder of shares of the class shall, on a poll, have one vote in respect of every share of the class held by him, and
 - (iv) a poll may be demanded by any one holder of shares of the class whether present in person or by proxy
- (c) Unless otherwise expressly provided by the rights attached to any class of shares those rights shall not be deemed to be varied by the creation or issue of further shares ranking *pari passu* with them or by the purchase or redemption by the Company of any of its own shares

TRANSFERS OF SHARES

18. Right to transfer shares

Subject to the restrictions in these articles, a member may transfer all or any of his/her shares in any manner which is permitted by the Statutes and is from time to time approved by the board

19. Transfers of uncertificated shares

The Company shall maintain a record of uncertificated shares in accordance with the Statutes

20. Transfers of certificated shares

- (a) An instrument of transfer of a certificated share may be in any usual form or in any other form which the board may approve and shall be signed by or on behalf of the transferor and (except in the case of a fully paid share) by or on behalf of the transferee
- (b) The board may, in its absolute discretion and without giving any reason for its decision, refuse to register any instrument of transfer of a certificated share
 - (i) which is not fully paid up but, in the case of a class of shares which has been admitted to official listing by the UKLA, not so as to prevent dealings in those shares from taking place on an open and proper basis, or
 - (ii) on which the Company has a lien
- (c) The board may also refuse to register any instrument of transfer of a certificated share unless it is
 - (i) left at the office, or at such other place as the board may decide, for registration,
 - (ii) accompanied by the certificate for the shares to be transferred and such other evidence (if any) as the board may reasonably require to prove the title of the intending transferor or his/her right to transfer the shares, and
 - (iii) in respect of only one class of shares

- (d) All instruments of transfer which are registered may be retained by the Company, but any instrument of transfer which the board refuses to register shall (except in any case where fraud or any other crime involving dishonesty is suspected in relation to such transfer) be returned to the person presenting it

21. Other provisions relating to transfers

- (a) No fee shall be charged for registration of a transfer or other document or instruction relating to or affecting the title to any share
- (b) The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect of the share
- (c) Nothing in these articles shall preclude the board from recognising a renunciation of the allotment of any share by the allottee in favour of some other person
- (d) The registration of the transfer of any shares or of any class of shares may be suspended at such times and for such periods (not exceeding 30 days in any year) as the board may decide, except that the registration of the transfer of any shares or class of shares which are for the time being uncertificated shares may only be suspended as permitted by the Statutes
- (e) Unless otherwise agreed by the board in any particular case, the maximum number of persons who may be entered on the register as joint holders of a share is four

22. Notice of refusal

If the board refuses to register a transfer of a certificated share it shall, within two months after the date on which the instrument of transfer was lodged, give to the transferee notice of the refusal

TRANSMISSION OF SHARES

23. Transmission on death

If a member dies, the survivor, where the deceased was a joint holder, and his/her personal representatives where he was a sole or the only surviving holder, shall be the only person or persons recognised by the Company as having any title to his/her shares, but nothing in these articles shall release the estate of a deceased holder from any liability in respect of any share held by him solely or jointly

24. Election of person entitled by transmission

- (a) A person becoming entitled to a share in consequence of the death or bankruptcy of a member or of any other event giving rise to a transmission by operation of law may, on producing such evidence as the board may require and subject as provided in this article, elect either to be registered himself as the holder of the share or to have some person nominated by him registered as the holder of the share
- (b) If he elects to be registered himself, he shall give notice to the Company to that effect. If he elects to have another person registered, he shall execute a transfer of the share to that person or shall execute such other document or take such other action as the board may require to enable that person to be registered

- (c) The provisions of these articles relating to the transfer of shares shall apply to the notice or instrument of transfer or other document or action as if it were a transfer effected by the person from whom the title by transmission is derived and the event giving rise to such transmission had not occurred

25. Rights of person entitled by transmission

- (a) A person becoming entitled to a share in consequence of a death or bankruptcy or of any other event giving rise to a transmission by operation of law shall have the right to receive and give a discharge for any dividends or other moneys payable in respect of the share and shall have the same rights in relation to the share as he would have if he were the holder except that, until he becomes the holder, he shall not be entitled to attend or vote at any general meeting of the Company
- (b) The board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and, if after 90 days the notice has not been complied with, the board may withhold payment of all dividends or other moneys payable in respect of the share until the requirements of the notice have been complied with

DISCLOSURE OF INTERESTS IN SHARES

26. Disclosure of interests in shares

- (a) This article applies where the Company gives to the holder of a share or to any person appearing to be interested in a share a notice requiring any of the information mentioned in section 793 of the Act (a **section 793 notice**)
- (b) If a section 793 notice is given by the Company to a person appearing to be interested in any share, a copy shall at the same time be given to the holder, but the accidental omission to do so or the non-receipt of the copy by the holder shall not prejudice the operation of the following provisions of this article
- (c) If the holder of, or any person appearing to be interested in, any share has been given a section 793 notice and, in respect of that share (a **default share**), has been in default for a period of 14 days after the section 793 notice has been given in supplying to the Company the information required by the section 793 notice, the restrictions referred to below shall apply Those restrictions shall continue for the period specified by the board, being not more than seven days after the earlier of
 - (i) the Company being notified that the default shares have been sold pursuant to an exempt transfer, or
 - (ii) due compliance, to the satisfaction of the board, with the section 793 notice

The board may waive these restrictions, in whole or in part, at any time

- (d) The restrictions referred to above are as follows
 - (i) if the default shares in which any one person is interested or appears to the Company to be interested represent less than 0.25% of the issued shares of the class, the holders of the default shares shall not be entitled, in respect of those shares, to attend or to vote, either personally or by proxy, at any general meeting of the Company; or

- (ii) if the default shares in which any one person is interested or appears to the Company to be interested represent at least 0.25% of the issued shares of the class, the holders of the default shares shall not be entitled, in respect of those shares
 - (A) to attend or to vote, either personally or by proxy, at any general meeting of the Company, or
 - (B) to receive any dividend or other distribution, or
 - (C) to transfer or agree to transfer any of those shares or any rights in them

The restrictions in subparagraphs (i) and (ii) above shall not prejudice the right of either the member holding the default shares or, if different, any person having a power of sale over those shares to sell or agree to sell those shares under an exempt transfer

- (e) If any dividend or other distribution is withheld under paragraph (d) (ii) above, the member shall be entitled to receive it as soon as practicable after the restriction ceases to apply
- (f) If, while any of the restrictions referred to above apply to a share, another share is allotted in right of it (or in right of any share to which this paragraph applies), the same restrictions shall apply to that other share as if it were a default share. For this purpose, shares which the Company allots, or procures to be offered, *pro rata* (disregarding fractional entitlements and shares not offered to certain members by reason of legal or practical problems associated with issuing or offering shares outside the United Kingdom) to holders of shares of the same class as the default share shall be treated as shares allotted in right of existing shares from the date on which the allotment is unconditional or, in the case of shares so offered, the date of the acceptance of the offer
- (g) For the purposes of this article
 - (i) an **exempt transfer** in relation to any share is a transfer pursuant to
 - (A) a sale of the share on a recognised investment exchange in the United Kingdom or on any stock exchange outside the United Kingdom on which shares of that class are listed or normally traded, or
 - (B) a sale of the whole beneficial interest in the share to a person whom the board is satisfied is unconnected with the existing holder or with any other person appearing to be interested in the share, or
 - (C) acceptance of a takeover offer (as defined for the purposes of the Act),
 - (ii) the percentage of the issued shares of a class represented by a particular holding shall be calculated by reference to the shares in issue at the time when the section 793 notice is given, and

- (iii) a person shall be treated as appearing to be interested in any share if the Company has given to the member holding such share a section 793 notice and either (i) the member has named the person as being interested in the share or (ii) (after taking into account any response to any section 793 notice and any other relevant information) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the share
- (h) The Company may exercise any of its powers under article 16 in respect of any default shares in uncertificated form
- (i) The provisions of this article are without prejudice to the provisions of section 794 to 796 of the Act and, in particular, the Company may apply to the court under section 800 (1) whether or not these provisions apply or have been applied

GENERAL MEETINGS

27. Annual general meetings

The board shall convene and the Company shall hold annual general meetings in accordance with the Statutes.

28. Convening of General meetings

- (a) The board may convene a general meeting, other than an annual general meeting whenever it thinks fit. A general meeting shall also be convened by the board on the requisition of members under the Statutes or, in default, may be convened by such requisitionists, as provided by the Statutes
- (b) A general meeting may also be convened in accordance with article 70
- (c) The board shall comply with the Statutes regarding the giving and the circulation, on the requisition of members, of notices of resolutions and of statements with respect to matters relating to any resolution to be proposed or business to be dealt with at any general meeting of the Company

29. Separate general meetings

Subject to these articles and to any rights for the time being attached to any class of shares in the Company, the provisions of these articles relating to general meetings of the Company (including, for the avoidance of doubt, provisions relating to the proceedings at general meetings or to the rights of any person to attend or vote or be represented at general meetings or to any restrictions on these rights) shall apply, *mutatis mutandis*, in relation to every separate general meeting of the holders of any class of shares in the Company

NOTICE OF GENERAL MEETINGS

30. Length and form of notice

- (a) An annual general meeting and a general meeting called for the passing of a special resolution or a resolution of which special notice is required by the Statutes or a resolution appointing any person (other than a retiring director) as a director

shall be called by not less than 21 clear days' notice All other general meetings shall be called by not less than 14 clear days' notice

- (b) The notice shall specify the place, day and time of the meeting, and the general nature of the business to be transacted
- (c) Notice of every general meeting shall be given to all members other than any who, under these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company) and to each director

31. Omission or non-receipt of notice

The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any person entitled to receive the notice shall not invalidate the proceedings of that meeting

PROCEEDINGS AT GENERAL MEETINGS

32. Quorum

- (a) No business shall be transacted at any general meeting unless the requisite quorum is present when the meeting proceeds to business
- (b) Two members present in person or by proxy and entitled to vote shall be a quorum
- (c) If within 15 minutes from the time fixed for holding a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved In any other case, it shall stand adjourned to the same day in the next week (or, if that day is a holiday, to the next working day) and at the same time and place as the original meeting, or, subject to article 39 (d), to such other day, and at such other time and place, as the board may decide

33. Security

The board may make any security arrangements which it considers appropriate relating to the holding of a general meeting of the Company including, without limitation, arranging for any person attending a meeting to be searched and for items of personal property which may be taken into a meeting to be restricted A director or the secretary may

- (i) refuse entry to a meeting to any person who refuses to comply with any such arrangements, and
- (ii) eject from a meeting any person who causes the proceedings to become disorderly

34. Chairperson

At each general meeting, the chairperson of the board (if any) or, if he is absent or unwilling, the deputy chairperson (if any) of the board or (if more than one deputy chairperson is present and willing) the deputy chairperson who has been longest in such office, shall preside as chairperson of the meeting If neither the chairperson nor deputy chairperson is present and willing, one of the other directors selected for the purpose by the directors present or, if only one director is present and willing, that

director, shall preside as chairperson of the meeting. If no director is present within 15 minutes after the time fixed for holding the meeting or if none of the directors present is willing to preside as chairperson of the meeting, the members present and entitled to vote shall choose one of their number to preside as chairperson of the meeting.

35. Right to attend and speak

- (a) A person is able to exercise the right to vote at a general meeting when
 - (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- (b) The chairperson may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- (c) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- (d) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them
- (e) A director shall be entitled to attend and speak at any general meeting of the Company whether or not he is a member

36. Resolutions and amendments

- (a) Subject to the Statutes, a resolution may only be put to the vote at a general meeting if the chairperson of the meeting in his/her absolute discretion decides that the resolution may properly be regarded as within the scope of the meeting
- (b) In the case of a resolution to be proposed as a special resolution no amendment may be made, at or before the time at which the resolution is put to the vote, to the form of the resolution as set out in the notice of meeting, except to correct a patent error or as may otherwise be permitted by law
- (c) In the case of a resolution to be proposed as an ordinary resolution no amendment may be made, at or before the time at which the resolution is put to the vote, unless
 - (i) in the case of an amendment to the form of the resolution as set out in the notice of meeting, notice of the intention to move the amendment is received at the office at least 48 hours before the time fixed for the holding of the relevant meeting, or
 - (ii) in any case, the chairperson of the meeting in his/her absolute discretion otherwise decides that the amendment or amended resolution may properly be put to the vote

The giving of notice under subparagraph (i) above shall not prejudice the power of the chairperson of the meeting to rule the amendment out of order

- (d) With the consent of the chairperson of the meeting, a person who proposes an amendment to a resolution may withdraw it before it is put to the vote
- (e) If the chairperson of the meeting rules a resolution or an amendment to a resolution admissible or out of order (as the case may be), the proceedings of the meeting or on the resolution in question shall not be invalidated by any error in his/her ruling. Any ruling by the chairperson of the meeting in relation to a resolution or an amendment to a resolution shall be final and conclusive

37. Adjournment

- (a) With the consent of any general meeting at which a quorum is present the chairperson of the meeting may (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place
- (b) In addition, the chairperson of the meeting may at any time without the consent of the meeting adjourn the meeting (whether or not it has commenced or a quorum is present) to another time and/or place if, in his/her opinion, it would facilitate the conduct of the business of the meeting to do so
- (c) Nothing in this article shall limit any other power vested in the chairperson of the meeting to adjourn the meeting
- (d) Whenever a meeting is adjourned for 30 days or more or *sine die*, at least 14 clear days' notice of the adjourned meeting shall be given in the same manner as in the case of the original meeting but otherwise no person shall be entitled to any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting
- (e) No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place

38. Meeting at more than one place

- (a) A general meeting may be held at more than one place if
 - (i) the notice convening the meeting specifies that it shall be held at more than one place, or
 - (ii) the board resolves, after the notice convening the meeting has been given, that the meeting shall be held at more than one place, or
 - (iii) it appears to the chairperson of the meeting that the place of the meeting specified in the notice convening the meeting is inadequate to accommodate all persons entitled and wishing to attend
- (b) A general meeting held at more than one place is duly constituted and its proceedings are valid if (in addition to the other provisions of these articles relating to general meetings being satisfied) the chairperson of the meeting is satisfied that

facilities (whether by electronic means or otherwise) are available to enable each person present at each place to participate in the business of the meeting

- (c) Each person present at each place in person or by proxy and entitled to vote on a poll shall be counted in the quorum for, and shall be entitled to vote at, the meeting. The meeting is deemed to take place at the place at which the chairperson of the meeting is present.

39. Method of voting and demand for poll

- (a) At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (before, or immediately after the declaration of the result of, the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by
 - (i) the chairperson of the meeting, or
 - (ii) at least five members present in person or by proxy having the right to vote on the resolution, or
 - (iii) a member or members present in person or by proxy representing in aggregate not less than one-tenth of the total voting rights of all the members having the right to vote on the resolution, or
 - (iv) a member or members present in person or by proxy holding shares conferring the right to vote on the resolution on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right,

and a demand for a poll by a person as proxy for a member shall be as valid as if the demand were made by the member himself

- (b) No poll may be demanded on the appointment of a chairperson of the meeting
- (c) A demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson of the meeting and the demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (d) Unless a poll is demanded (and the demand is not withdrawn), a declaration by the chairperson of the meeting that a resolution has been carried, or carried unanimously, or has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (e) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

40. How poll is to be taken

- (a) If a poll is demanded (and the demand is not withdrawn), it shall be taken at such time (either at the meeting at which the poll is demanded or within 30 days after the meeting), at such place and in such manner (including by electronic means) as the chairperson of the meeting shall direct and he may appoint scrutineers (who need not be members)
- (b) A poll demanded on a question of adjournment shall be taken at the meeting without adjournment.
- (c) It shall not be necessary (unless the chairperson of the meeting otherwise directs) for notice to be given of a poll whether taken at or after the meeting at which it was demanded
- (d) On a poll, votes may be given either personally or by proxy and a member entitled to more than one vote need not use all his/her votes or cast all the votes he uses in the same way
- (e) The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded

41. Chairperson's casting vote

In the case of an equality of votes, either on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, as the case may be, shall be entitled to a further or casting vote in addition to any other vote or votes to which he may be entitled

VOTES OF MEMBERS

42. Voting rights

- (a) Subject to these articles and to any special rights or restrictions as to voting for the time being attached to any class of shares in the Company
 - (i) on a show of hands, every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member, shall have one vote, and
 - (ii) on a poll, every member who is present in person or by proxy shall have one vote for every share of which he is the holder
- (b) For the purposes of determining which persons are entitled to attend or vote at any general meeting, and how many votes such persons may cast, the Company may specify in the notice of the meeting a time, not more than 48 hours before the time fixed for the meeting, by which a person must be entered on the register in order to have the right to attend or vote at the meeting. Changes to entries on the register after the time so specified shall be disregarded in determining the rights of any person to attend or vote at the meeting, notwithstanding any provisions in the Statutes or these articles to the contrary

43. Representation of corporations

Any corporation which is a member of the Company may, by resolution of its board or other governing body, authorise any person to act as its representative at any general meeting of the Company and the representative shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member present at the meeting in person, including (without limitation) power to vote on a show of hands or on a poll and to demand or concur in demanding a poll. The board or any director or the secretary may (but shall not be bound to) require evidence of the authority of any such representative.

44. Voting rights of joint holders

If more than one of the joint holders of a share tenders a vote on the same resolution, whether in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the relevant share.

45. Voting rights of members incapable of managing their affairs

A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his/her receiver, *curator bonis* or other person in the nature of a receiver or *curator bonis* appointed by that court, and the receiver, *curator bonis* or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the board of the authority of the person claiming the right to vote must be received at the office (or at such other address as may be specified for the receipt of proxy appointments) not later than the last time by which a proxy appointment must be received in order to be valid for use at the meeting or adjourned meeting or on the holding of the poll at or on which that person proposes to vote and, in default, the right to vote shall not be exercisable.

46. Voting rights suspended where sums overdue

Unless the board otherwise decides, a member shall not be entitled to vote, either in person or by proxy, at any general meeting of the Company in respect of any share held by him unless all calls and other sums presently payable by him in respect of that share have been paid.

47. Objections to admissibility of votes

No objection shall be raised as to the admissibility of any vote except at the meeting or adjourned meeting or poll at which the vote objected to is or may be given or tendered, and every vote not disallowed at such meeting or poll shall be valid for all purposes. Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.

PROXIES

48. Proxies

- (a) A proxy need not be a member of the Company and a member may appoint more than one proxy to attend on the same occasion
- (b) The appointment of a proxy shall not preclude a member from attending and voting in person at the meeting or on the poll concerned
- (c) The appointment of a proxy shall only be valid for the meeting mentioned in it and any adjournment of that meeting (including on any poll demanded at the meeting or any adjourned meeting)

49. Appointment of proxy

- (a) The appointment of a proxy may be in such form as is usual or common or in such other form as the board may from time to time approve and shall be signed by the appointor, or his/her duly authorised agent, or, if the appointor is a corporation, shall either be executed under its common seal or be signed by an agent or officer authorised for that purpose. The signature need not be witnessed
- (b) Without limiting the provisions of these articles, the board may from time to time in relation to uncertificated shares approve the appointment of a proxy by means of an electronic communication in the form of an "uncertificated proxy instruction" (a properly authenticated dematerialised instruction and/or other instruction or notification, which is sent by means of the relevant system and received by such participant in that system acting on behalf of the Company as the board may prescribe, in such form and subject to such terms and conditions as the board may from time to time prescribe (subject always to the facilities and requirements of the relevant system)), and approve supplements to, or amendments or revocations of, any such uncertificated proxy instruction by the same means. In addition, the board may prescribe the method of determining the time at which any such uncertificated proxy instruction is to be treated as received by the Company or such participant and may treat any such uncertificated proxy instruction which purports to be or is expressed to be sent on behalf of a holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that holder

50. Receipt of proxy

- (a) A proxy appointment
 - (i) must be received at such address as may be specified in the notice convening the meeting or in any other information issued by the Company in relation to the meeting (or if no such address is specified, at the office) not less than 48 hours before the time fixed for holding the meeting at which the appointee proposes to vote, or
 - (ii) in the case of a poll taken more than 48 hours after it is demanded or in the case of an adjourned meeting to be held more than 48 hours after the time fixed for holding the original meeting, must be received at such address as may be specified in the notice convening the meeting or in any other information issued by the Company in relation to the poll or meeting (or if no such address is specified, at the office) not less than 24 hours before the

time fixed for the taking of the poll or, as the case may be, the time fixed for holding the adjourned meeting, or

- (iii) in the case of a poll which is not taken at the meeting at which it is demanded but is taken 48 hours or less after it is demanded, or in the case of an adjourned meeting to be held 48 hours or less after the time fixed for holding the original meeting, must either be received by the chairperson of the meeting or the secretary or any director at the meeting at which the poll is demanded or, as the case may be, at the original meeting, or be received at such address and by such time as the chairperson of the meeting may direct at the meeting at which the poll is demanded
- (b) In the case of a proxy appointment signed by an agent of a member who is not a corporation, the authority under which the appointment is signed or a copy of it certified in such manner as shall be specified in the notice of the relevant meeting or in any other information issued by the Company in relation to the relevant meeting, or such other information as shall be so specified, must also be received by the Company in the manner set out in paragraph (a) above
- (c) In the case of a proxy appointment signed by an officer or other agent of a corporation, the board may also require the receipt, in the manner set out in paragraph (a) above, of the authority under which the appointment is signed or a copy of it certified in such manner as shall be specified in the notice of the relevant meeting or in any other information issued by the Company in relation to the relevant meeting, or of such other authorities or information as shall be so specified
- (d) The board may, but shall not be bound to, require such further evidence as it thinks fit of the authenticity or integrity of any signature on a proxy appointment and, if the signatory is an agent or, where the appointor is a corporation, an officer, of his/her authority
- (e) The board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under paragraphs (b), (c) or (d) above has not been received in accordance with the requirements of this article
- (f) Subject to paragraph (e) above, if the proxy appointment and any of the information required under paragraphs (b), (c) or (d) above are not received in the manner required above, the appointee shall not be entitled to vote in respect of the shares in question
- (g) If two or more valid but differing proxy appointments are received in respect of the same share for use at the same meeting or on the same poll, the one which is last received (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share and if the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share

51. Notice of revocation of authority

A vote given or poll demanded by proxy or by a representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll or (until entered in the register) the transfer of the share in

respect of which the appointment of the relevant person was made unless notice of the termination was received at the office (or at such other address at which the proxy appointment was duly received) not less than 48 hours before the time fixed for holding the relevant meeting or adjourned meeting or, in the case of a poll not taken on the same day as the meeting or adjourned meeting, before the time fixed for taking the poll

DIRECTORS

52. Number of directors

- (a) The directors (other than alternate directors) shall not, unless otherwise determined by an ordinary resolution of the Company, be less than 2 nor more than 21 in number
- (b) Any trust documents covering the issue of debentures or bonds of the Company may provide for the appointment of a director (the **Debenture Director**) for and on behalf of the debenture or bond holders for such period as is therein provided not exceeding the period for which the debentures or bonds remain outstanding. The appointment, retirement and removal of the Debenture Director is subject to the procedures set out for directors in these articles

53. Directors need not be members

A director need not be a member of the Company

54. Age of directors

No person shall be disqualified from being appointed a director, and no director shall be required to vacate that office, by reason only of the fact that he has attained any particular age nor shall it be necessary by reason of his age to give special notice of any resolution

APPOINTMENT, RETIREMENT AND REMOVAL OF DIRECTORS

55. Appointment of directors by the Company

- (a) Subject to these articles, the Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, but so that the total number of directors shall not exceed any maximum number fixed by or in accordance with these articles
- (b) No person (other than a director retiring in accordance with these articles) shall be appointed or re-appointed a director at any general meeting unless
 - (i) he is recommended by the board, or
 - (ii) not less than 14 nor more than 42 days before the date appointed for the meeting there has been given to the Company, by a member (other than the person to be proposed) entitled to vote at the meeting, notice of his/her intention to propose a resolution for the appointment of that person, stating the particulars which would, if he were so appointed, be required to be included in the Company's register of directors and a notice executed by that person of his/her willingness to be appointed

56. Separate resolutions for appointment of each director

Every resolution of a general meeting for the appointment of a director shall relate to one named person and a single resolution for the appointment of two or more persons shall be void, unless a resolution that it shall be so proposed has been first agreed to by the meeting without any vote being cast against it

57. The board's power to appoint directors

The board may appoint any person who is willing to act to be a director, either to fill a vacancy or by way of addition to their number, but so that the total number of directors shall not exceed any maximum number fixed by or in accordance with these articles

58. Retirement of directors

- (a) At each annual general meeting any director then in office who
- (i) has been appointed by the board since the previous annual general meeting, or
 - (ii) has held office for three years or more,
- shall retire from office but shall be eligible for re-appointment
- (b) A retiring director shall (unless he is removed from office or his/her office is vacated in accordance with these articles) retain office until the close of the meeting at which he retires or (if earlier) when a resolution is passed at that meeting not to fill the vacancy or to appoint another person in his/her place or the resolution to re-appoint him is put to the meeting and lost
- (c) If the Company, at any meeting at which a director retires in accordance with these articles, does not fill the office vacated by such director, the retiring director, if willing to act, shall be deemed to be re-appointed, unless at the meeting a resolution is passed not to fill the vacancy or to appoint another person in his/her place or unless the resolution to re-appoint him is put to the meeting and lost

59. Removal of directors

- (a) The Company may by extraordinary resolution, or by ordinary resolution of which special notice has been given in accordance with the Statutes, remove any director before his/her period of office has expired notwithstanding anything in these articles or in any agreement between him and the Company
- (b) A director may also be removed from office by giving him notice to that effect signed by not less than three quarters of the other directors (or their alternates), being not less than three in number
- (c) Any removal of a director under this article shall be without prejudice to any claim which such director may have for damages for breach of any agreement between him and the Company

60. Vacation of office of director

Without prejudice to the provisions of these articles for retirement or removal the office of a director shall be vacated if

- (i) he is prohibited by law from being a director, or
- (ii) he becomes bankrupt or he makes any arrangement or composition with his/her creditors generally, or
- (iii) he is, or may be, suffering from mental disorder and in relation to that disorder either he is admitted to hospital for treatment or an order is made by a court (whether in the United Kingdom or elsewhere) for his/her detention or for the appointment of some person to exercise powers with respect to his/her property or affairs and, in either case, the board resolves that his/her office be vacated, or
- (iv) if for more than six months he is absent (whether or not an alternate director attends in his/her place), without special leave of absence from the board, from board meetings held during that period and the board resolves that his/her office be vacated, or
- (v) he gives to the Company notice of his/her wish to resign, in which event he shall vacate that office on the receipt of that notice by the Company or at such later time as is specified in the notice

61. Executive directors

- (a) The board may appoint one or more directors to hold any executive office under the Company (including that of chairperson, chief executive or managing director) for such period (subject to the Statutes) and on such terms as it may decide and may revoke or terminate any appointment so made without prejudice to any claim for damages for breach of any contract of service between the director and the Company
- (b) The remuneration of a director appointed to any executive office shall be fixed by the board and may be by way of salary, commission, participation in profits or otherwise and either in addition to or inclusive of his/her remuneration as a director
- (c) A director appointed as executive chairperson, chief executive or managing director shall automatically cease to hold that office if he ceases to be a director but without prejudice to any claim for damages for breach of any contract of service between him and the Company. A director appointed to any other executive office shall not automatically cease to hold that office if he ceases to be a director unless the contract or any resolution under which he holds office expressly states that he shall, in which case that cessation shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company

62. Designation as "director"

The board may, at any time and from time to time, appoint any person (not being a director) to any executive position or employment under the Company having a title or designation which includes the word "director" and may terminate any such appointment. The inclusion of the word "director" in the title or designation of any

such position or employment shall not imply that the holder is a director of the Company or that he is authorised or empowered to act as, or is liable as, a director of the Company in any respect and he shall not be deemed to be a director for any purpose

ALTERNATE DIRECTORS

63. Power to appoint alternate directors

- (a) Each director may appoint another director or any other person who is willing to act as his/her alternate and may remove him from that office. The appointment as an alternate director of any person who is not himself a director shall be subject to the approval of a majority of the directors or a resolution of the board.
- (b) An alternate director shall be entitled to receive notice of all board meetings and of all meetings of committees of which the director appointing him is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and at the meeting to exercise and discharge all the functions, powers and duties of his/her appointer as a director and for the purposes of the proceedings at the meeting these articles shall apply as if he were a director.
- (c) Every person acting as an alternate director shall (except as regards power to appoint an alternate and remuneration) be subject in all respects to these articles relating to directors and shall alone be responsible to the Company for his/her acts and defaults and shall not be deemed to be the agent of the director appointing him. An alternate director may be paid expenses and shall be entitled to be indemnified by the Company to the same extent as if he were a director but shall not be entitled to receive from the Company any fee in his/her capacity as an alternate director.
- (d) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his/her own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present.
- (e) Any person appointed as an alternate director shall vacate his/her office as alternate director if the director by whom he has been appointed vacates his/her office as director (otherwise than by retirement at a general meeting of the Company at which he is re-appointed) or removes him by notice to the Company or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office.
- (f) Every appointment or removal of an alternate director shall be made by notice and shall be effective (subject to paragraph (a) above) on receipt by the secretary of the notice.

REMUNERATION, EXPENSES AND PENSIONS

64. Directors' fees

The directors shall be paid such fees not exceeding in aggregate a sum as the Company may, by ordinary resolution, determine, and as the board may decide to be divided among them in such proportion and manner as they may agree or, failing agreement, equally. Any fee payable under this article shall be distinct from any

remuneration or other amounts payable to a director under other provisions of these articles and shall accrue from day to day

65. Special remuneration

- (a) The board may grant special remuneration to any director who performs any special or extra services to or at the request of the Company
- (b) Such special remuneration may be paid by way of lump sum, salary, commission, participation in profits or otherwise as the board may decide in addition to any remuneration payable under or pursuant to any other of these articles

66. Expenses

A director shall be paid out of the funds of the Company all travelling, hotel and other expenses properly incurred by him in and about the discharge of his/her duties, including his/her expenses of travelling to and from board meetings, committee meetings and general meetings. Subject to any guidelines and procedures established from time to time by the board, a director may also be paid out of the funds of the Company all expenses incurred by him in obtaining professional advice in connection with the affairs of the Company or the discharge of his/her duties as a director

67. Pensions and other benefits

The board may exercise all the powers of the Company to pay, provide or procure the grant of pensions or other retirement or superannuation benefits and death, disability or other benefits, allowances or gratuities to any person who is or has been at any time a director of the Company or in the employment or service of the Company or of any company which is or was a subsidiary of or associated with the Company or of the predecessors in business of the Company or any such subsidiary or associated company or the relatives or dependants of any such person. For that purpose the board may procure the establishment and maintenance of, or participate in, or contribute to, any non-contributory or contributory pension or superannuation fund, scheme or arrangement and pay any insurance premiums

POWERS OF THE BOARD

68. General powers of the board to manage the Company's business

- (a) The business of the Company shall be managed by the board which may exercise all the powers of the Company, subject to the Statutes, these articles and any special resolution of the Company. No special resolution or alteration of these articles shall invalidate any prior act of the board which would have been valid if the resolution had not been passed or the alteration had not been made
- (b) The powers given by this article shall not be limited by any special authority or power given to the board by any other article or any resolution of the Company.

69. Directors' duties

- (a) The purpose of the Company
 - (i) may, if and to the extent that the directors consider it appropriate, and

- (ii) shall, if directed by the holders of the majority of the shares by notice in writing to the Company,

include promoting the success of the group as a whole or of any one or more members of the group (and in this context, group means the Company, any other body corporate which is its holding company or subsidiary and any other body corporate which is a subsidiary of that holding company)

- (b) In the exercise of his duties, a director shall not be restricted by any duty of confidentiality to the Company from providing information regarding the Company to a holding company of the Company but a director who is also a director of any holding company of the Company shall owe a strict duty of confidentiality to that holding company in relation to confidential information of the holding company

70. Power to act notwithstanding vacancy

The continuing directors or the sole continuing director at any time may act notwithstanding any vacancy in their number, but, if the number of directors is less than the number fixed as a quorum for board meetings, they or he may act for the purpose of filling up vacancies or calling a general meeting of the Company, but not for any other purpose. If no director is able or willing to act, then any two members may summon a general meeting for the purpose of appointing directors

71. Provisions for employees

The board may exercise any of the powers conferred by the Statutes to make provision for the benefit of any persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or any of its subsidiaries

DELEGATION OF BOARD'S POWERS

72. Directors may delegate

- (1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
 - (a) to such person or committee,
 - (b) by such means (including by power of attorney),
 - (c) to such an extent,
 - (d) in relation to such matters or territories, and
 - (e) on such terms and conditions,as they think fit
- (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

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

73. Delegation to individual directors

Subject to the articles, the board may entrust to and confer upon any director any of its powers, authorities and discretions (with power to sub-delegate) on such terms and conditions as it thinks fit and may revoke or vary all or any of them, but no person dealing in good faith shall be affected by any revocation or variation

74. Committees

- (a) 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
- (b) 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

75. Board Committees

The board may delegate any of its powers, authorities and discretions (with power to sub-delegate) to any board committee consisting of such person or persons (whether directors or not) as it thinks fit, provided that the majority of the members of the board committee are directors and that no meeting of the board committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors. The board may make any such delegation on such terms and conditions as it thinks fit and may revoke or vary any such delegation and discharge any committee wholly or in part, but no person dealing in good faith shall be affected by any revocation or variation. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may be imposed on it by the board

Non Board Committee

The board may delegate any of its powers, authorities and discretions (with power to sub-delegate) to any non board committee consisting of such person or persons (whether directors or not) as it thinks fit. The board may make any such delegation on such terms and conditions as it thinks fit and may revoke or vary any such delegation and discharge any committee wholly or in part, but no person dealing in good faith shall be affected by any revocation or variation. Any committee so formed shall, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may be imposed on it by the board

- (b) The proceedings of a committee with two or more members shall be governed by any regulations imposed on it by the board and (subject to such regulations) by these articles regulating the proceedings of the board so far as they are capable of applying

76. Local boards

- (a) The board may establish any local or divisional board or agency for managing any of the affairs of the Company whether in the United Kingdom or elsewhere and may

appoint any persons to be members of a local or divisional board, or to be managers or agents, and may fix their remuneration

- (b) The board may delegate to any local or divisional board, manager or agent any of its powers, authorities and discretions (with power to sub-delegate) and may authorise the members of any local or divisional board or any of them to fill any vacancies and to act notwithstanding vacancies
- (c) Any appointment or delegation under this article may be made on such terms and subject to such conditions as the board thinks fit and the board may remove any person so appointed, and may revoke or vary any delegation, but no person dealing in good faith shall be affected by the revocation or variation

77. Powers of attorney

The board may by power of attorney or otherwise appoint any person to be the agent of the Company on such terms (including terms as to remuneration) as it may decide and may delegate to any person so appointed any of its powers, authorities and discretions (with power to sub-delegate) The board may remove any person appointed under this article and may revoke or vary the delegation, but no person dealing in good faith shall be affected by the revocation or variation

DIRECTORS' INTERESTS

78. Directors' interests in relation to transactions or arrangements with the Company

The relevant provisions of the Act (including without limitation sections 177 and 182 of the Act) shall apply in relation to declarations of interests in proposed and existing transactions or arrangements with the Company

79. Directors' interests and voting

- (a) Subject to the Statutes, a director shall not be disqualified by his/her office from entering into any contract with the Company, either with regard to his/her tenure of any office or position in the management, administration or conduct of the business of the Company or as vendor, purchaser or otherwise. Subject to the interest of the director being duly declared, a contract entered into by or on behalf of the Company in which any director is in any way interested shall not be liable to be avoided, nor shall any director so interested be liable to account to the Company for any benefit resulting from the contract, by reason of the director holding that office or of the fiduciary relationship established by his/her holding that office
- (b) A director may hold any other office or place of profit with the Company (except that of auditor) in conjunction with his/her office of director for such period (subject to the Statutes) and upon such terms as the board may decide and may be paid such extra remuneration for so doing (whether by way of salary, commission, participation in profits or otherwise) as the board may decide, either in addition to or in lieu of any remuneration under any other provision of these articles
- (c) A director may be or become a member or director of, or hold any other office or place of profit under, or otherwise be interested in, any other company in which the Company may be interested and shall not be liable to account to the Company for any benefit received by him as a member or director of, or holder of any other office or place of profit under, or his/her other interest in, that company
- (d) The board may cause the voting rights conferred by the shares in any other company held or owned by the Company or exercisable by them as directors of that other company to be exercised in such manner in all respects as it thinks fit (including the exercise of voting rights in favour of any resolution appointing the directors or any of them as directors or officers of the other company or voting or providing for the payment of any benefit to the directors or officers of the other company)
- (e) A director may act by himself or his/her firm in a professional capacity for the Company (except as auditor) and he or his/her firm shall be entitled to remuneration for professional services as if he were not a director
- (f) The board may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office insurance against any liability incurred by him in respect of any act or omission in the actual or purported discharge of his/her duties or in the exercise or purported exercise of his/her powers or otherwise in relation to his/her holding of a relevant office, and for this purpose **relevant office** means that of director, officer (excluding an auditor) or employee in relation to the Company or any company which is or was a subsidiary

undertaking of or associated with the Company or any predecessor in business of the Company or any such subsidiary undertaking or associated company, or that of trustee of any pension fund or retirement, death or disability scheme for the benefit of any employee of the Company or any such subsidiary undertaking or associated company

- (g) A director who to his/her knowledge is in any way, whether directly or indirectly, interested in a contract with the Company shall declare the nature of his/her interest at the board meeting at which the question of entering into the contract is first taken into consideration, if he knows his/her interest then exists, or in any other case at the first board meeting after he knows that he is or has become so interested. For the purposes of this article, a general notice given to the board by a director to the effect that
- (i) he is a member of a specified company or firm and is to be regarded as interested in any other contract which may after the date of the notice be made with that company or firm, or
 - (ii) he is to be regarded as interested in any contract which may after the date of the notice be made with a specified person who is connected with him,

shall be deemed to be a sufficient declaration of interest under this article in relation to any such contract but no such notice shall be effective unless either it is given at a board meeting or the director takes reasonable steps to secure that it is brought up and read at the next board meeting after it is given

- (h) A director shall not vote (or be counted in the quorum at a meeting) in respect of any resolution concerning his/her own appointment (including fixing or varying its terms), or the termination of his/her own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested but, where proposals are under consideration concerning the appointment (including fixing or varying its terms), or the termination of the appointment, of two or more directors to offices or places of profit with the Company or any other company in which the Company is interested, those proposals may be divided and a separate resolution may be put in relation to each director and in that case each of the directors concerned (if not otherwise debarred from voting under this article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution unless it concerns his/her own appointment or the termination of his/her own appointment
- (i) A director shall also not vote (or be counted in the quorum at a meeting) in relation to any resolution relating to any contract or arrangement or other proposal in which he has an interest which (together with any interest of any connected person of his/her) is to his/her knowledge a material interest and, if he purports to do so, his/her vote shall not be counted, but this prohibition shall not apply and a director may vote (and be counted in the quorum) in respect of any resolution concerning any one or more of the following matters
- (i) any contract in which he is interested by virtue of an interest in shares, debentures or other securities of the Company or otherwise in or through the Company,
 - (ii) the giving of any guarantee, security or indemnity in respect of

- (A) money lent or obligations incurred by him or by any other person at the request of, or for the benefit of, the Company or any of its subsidiary undertakings, or
- (B) a debt or obligation of the Company or any of its subsidiary undertakings for which he himself has assumed responsibility in whole or in part (either alone or jointly with others) under a guarantee or indemnity or by the giving of security;
- (iii) any issue or offer of shares, debentures or other securities of the Company or any of its subsidiary undertakings in respect of which he is or may be entitled to participate in his/her capacity as a holder of any such securities or as an underwriter or sub-underwriter,
- (iv) any contract concerning any other company in which he and any connected persons do not to his/her knowledge hold an interest in shares (within the meaning of sections 175 to 177 of the Act) representing 1% or more of any class of the equity share capital of that company or of the voting rights available to members of that company,
- (v) any arrangement for the benefit of employees of the Company or any of its subsidiary undertakings which does not accord to him any privilege or benefit not generally accorded to the employees to whom the arrangement relates, and
- (vi) the purchase or maintenance of insurance for the benefit of directors or for the benefit of persons including directors

For the purposes of this paragraph a person is a **connected person** in relation to a director if that person is deemed to be connected with that director within the meaning of section 252 of the Act

- (j) In the case of an alternate director, an interest of his/her appointor shall be treated as an interest of the alternate in addition to any interest which the alternate otherwise has
- (k) If any question arises at any meeting as to the materiality of an interest of a director (other than the chairperson of the meeting) or as to the entitlement of any director (other than the chairperson of the meeting) to vote and the question is not resolved by his/her voluntarily agreeing to abstain from voting, the question shall be referred to the chairperson of the meeting and his/her ruling in relation to the director concerned shall be final and conclusive except in a case where the nature or extent of the interest of the director concerned, so far as known to him, has not been fairly disclosed. If any question shall arise in respect of the chairperson of the meeting and is not resolved by his/her voluntarily agreeing to abstain from voting, the question shall be decided by a resolution of the board (for which purpose the chairperson shall be counted in the quorum but shall not vote on the matter) and the resolution shall be final and conclusive except in a case where the nature or extent of the interest of the chairperson, so far as known to him, has not been fairly disclosed
- (l) In this article references to a contract include references to any proposed contract and to any transaction or arrangement whether or not constituting a contract

- (m) The Company may by ordinary resolution suspend or relax the provisions of this article to any extent or ratify any contract not duly authorised by reason of a contravention of this article

PROCEEDINGS OF THE BOARD

80. Board meetings

The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A director at any time may, and the secretary at the request of a director at any time shall, summon a board meeting

81. Notice of board meetings

- (a) Notice of a board meeting may be given to a director personally or by word of mouth or given in writing or by electronic means to him at such address as he may from time to time specify for this purpose
- (b) A director may waive notice of any meeting either prospectively or retrospectively

82. Quorum

Subject to Article 73, the quorum necessary for the transaction of the business of the board shall be four Directors including at least one Non-Executive Director who is a representative of ICICI Bank Limited. Subject to these articles, any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the end of the board meeting if no other director objects and if otherwise a quorum of directors would not be present

83. Chairperson or deputy chairperson to preside

- (a) The board may appoint a chairperson and one or more deputy chairperson or chairmen/chairpersons and may at any time revoke any such appointment
- (b) The chairperson, or failing him any deputy chairperson (the longest in office taking precedence, if more than one is present), shall, if present and willing, preside at all board meetings but, if no chairperson or deputy chairperson has been appointed, or if he is not present within five minutes after the time fixed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall choose one of their number to act as chairperson of the meeting

84. Competence of board meetings

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

85. Voting

- (a) Questions arising at any board meeting shall be determined by a majority of votes of the participating directors
- (b) Subject to the articles, each eligible director participating in the directors' meeting has one vote

- (c) In the case of an equality of votes the chairperson of the meeting shall have a second or casting vote

86. Telephone board meeting

- (a) A board meeting may consist of a conference between directors some or all of whom are in different places provided that each director may participate in the business of the meeting whether directly, by telephone or by any other electronic means which enables him
 - (i) to hear each of the other participating directors addressing the meeting, and
 - (ii) if he so wishes, to address all of the other participating directors simultaneously
- (b) A quorum is deemed to be present if at least the number of directors required to form a quorum, subject to the provisions of article 70, may participate in the manner specified above in the business of the meeting
- (c) A board meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairperson of the meeting participates
- (d) The resolution may be contained in one document or electronic communication or in several documents or electronic communications in like form, each signed or approved by one or more of the directors concerned For the purpose of this article
 - (i) the signature or approval of an alternate director (if any) shall suffice in place of the signature of the director appointing him, and
 - (ii) the approval of a director or alternate director shall be given in writing or by electronic means.

87. Directors' written resolutions

- (a) A resolution may be passed by the directors without a meeting being held in the form of a written resolution (in accordance with this article and article 88),
- (b) Any director may propose a directors' written resolution
- (c) The secretary must propose a directors' written resolution if a director so requests
- (d) A directors' written resolution is proposed by giving notice of the proposed resolution to the directors
- (e) Notice of a proposed directors' written resolution must indicate
 - (i) the proposed resolution, and
 - (ii) the time by which it is proposed that the directors should adopt it
- (f) Notice of a proposed directors' written resolution must be given in writing to each director

- (g) Any decision which a person giving notice of a proposed directors' written resolution takes regarding the process of adopting that resolution must be taken reasonably in good faith
- (h) The resolution may be contained in one document or electronic communication or in several documents or electronic communications in like form, each signed or approved by one or more of the directors concerned
- (i) For the purpose of this article
 - (i) the signature or approval of an alternate director (if any) shall suffice in place of the signature of the director appointing him, and
 - (ii) the approval of a director or alternate director shall be given in writing or by electronic means

88. Adoption of directors' written resolutions

- (a) A proposed directors' written resolution is adopted when all the eligible directors have signed one or more copies of it, provided that those directors would have formed a quorum at such a meeting
- (b) It is immaterial whether any director signs the resolution before or after the time by which the notice proposed that it should be adopted
- (c) Once a directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a directors' meeting in accordance with the articles
- (d) The secretary must ensure that the Company keeps a record, in writing, of all directors' written resolutions for at least ten years from the date of their adoption

89. Directors' discretion to make further rules

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

90. Validity of acts of directors in spite of formal defect

All acts *bona fide* done by a meeting of the board, or of a committee, or by any person acting as a director or a member of a committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the board or committee or of the person so acting, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and qualified to be a director and had continued to be a director or member of the committee and had been entitled to vote

91. Minutes

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

- (i) of all appointments of officers made by the board,

- (ii) of the names of all the directors present at each meeting of the board and of any committee, and
- (iii) of all resolutions and proceedings of all meetings of the Company and of any class of members, and of the board and of any committee

SECRETARY

92. Secretary

The secretary shall be appointed by the board for such term, at such remuneration and on such conditions as it thinks fit, and the board may remove from office any person so appointed (without prejudice to any claim for damages for breach of any contract between him and the Company)

SHARE CERTIFICATES

93. Issue of share certificates

- (a) A person whose name is entered in the register as the holder of any certificated shares shall be entitled (unless the conditions of issue otherwise provide) to receive one certificate for those shares, or one certificate for each class of those shares and, if he transfers part of the shares represented by a certificate in his/her name, or elects to hold part in uncertificated form, to receive a new certificate for the balance of those shares
- (b) In the case of joint holders, the Company shall not be bound to issue more than one certificate for all the shares in any particular class registered in their joint names, and delivery of a certificate for a share to any one of the joint holders shall be sufficient delivery to all
- (c) A share certificate shall be issued under the Company's common seal or signed by at least one director and the secretary or by at least two directors (which may include any signature being applied mechanically or electronically) A share certificate shall specify the number and class of the shares to which it relates, the nominal value of those shares and the amount or respective amounts paid up on the shares Any certificate so issued shall, as against the Company, be prima facie evidence of title of the person named in that certificate to the shares comprised in it
- (d) A share certificate may be given to a member in accordance with the provisions of these articles on notices

94. Charges for and replacement of certificates

- (a) Except as expressly provided to the contrary in these articles, no fee shall be charged for the issue of a share certificate
- (b) Any two or more certificates representing shares of any one class held by any member may at his/her request be cancelled and a single new certificate issued
- (c) When a member's holding of shares of a particular class increases, the Company may issue that member with

- (i) a single, consolidated certificate in respect of all the shares of a particular class which that member holds, or
 - (ii) a separate certificate in respect of only those shares by which that member's holding has increased.
- (d) When a member's holding of shares of a particular class is reduced, the Company must ensure that the member is issued with one or more certificates in respect of the number of shares held by the member after that reduction. But the Company need not (in the absence of a request from the member) issue any new certificate if
 - (i) all the shares which the member no longer holds as a result of the reduction, and
 - (ii) none of the shares which the member retains following the reduction,were, immediately before the reduction, represented by the same certificate
- (e) If any member surrenders for cancellation a certificate representing shares held by him and requests the Company to issue two or more certificates representing those shares in such proportions as he may specify, the board may, if it thinks fit, comply with the request on payment of such fee (if any) as the board may decide
- (f) If a certificate is damaged or defaced or alleged to have been lost, stolen or destroyed, a new certificate representing the same shares may be issued on compliance with such conditions as to evidence, indemnity and security for such indemnity as the board may think fit and on payment of any exceptional expenses of the Company incidental to its investigation of the evidence and preparation of the indemnity and security and, if damaged or defaced, on delivery up of the old certificate
- (g) In the case of joint holders of a share a request for a new certificate under any of the preceding paragraphs of this article may be made by any one of the joint holders unless the certificate is alleged to have been lost, stolen or destroyed

LIEN ON SHARES

95. Lien on partly paid shares

- (a) The Company shall have a first and paramount lien on every share (not being a fully paid share) for all amounts payable (whether or not due) in respect of that share. The lien shall extend to every amount payable in respect of that share (whether that be the share's nominal value and/or any premium at which it was paid)
- (b) The Company's lien over a share
 - (i) takes priority over any third party's interest in that share, and
 - (ii) extends to any dividend or other money payable by the Company in respect of that share and (if the lien is enforced and the share is sold by the Company) the proceeds of sale of that share

- (c) The board may at any time either generally or in any particular case declare any share to be wholly or partly exempt from this article. Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien (if any) on that share.

96. Enforcement of lien

- (a) The Company may sell any share subject to a lien in such manner as the board may decide if an amount payable on the share is due and is not paid within 14 clear days after a lien enforcement notice has been given to the holder or any person entitled by transmission to the share demanding payment of that amount and giving notice of intention to sell in default.
- (b) A lien enforcement notice
 - (i) may only be given in respect of a share which is subject to the Company's lien, in respect of which a sum is payable and the due date for payment of that sum has passed,
 - (ii) must specify the share concerned,
 - (iii) must require payment of the sum payable within 14 days of the notice,
 - (iv) must be addressed either to the holder of the share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise, and
 - (v) must state the Company's intention to sell the share if the notice is not complied with.
- (c) To give effect to any sale under this article, the board may authorise some person to transfer the share sold to, or as directed by, the purchaser. The purchaser shall not be bound to see to the application of the purchase money nor shall the title of the new holder to the share be affected by any irregularity in or invalidity of the proceedings relating to the sale.
- (d) The net proceeds of any such sale (after payment of the costs of sale and any other costs of enforcing the lien) must be applied
 - (i) first, in payment of so much of the sum for which the lien exists as was payable at the date of the lien enforcement notice,
 - (ii) second, to the person entitled to the shares at the date of the sale, but only after the certificate for the shares sold has been surrendered to the Company for cancellation or a suitable indemnity has been given for any lost certificates, and subject to a lien equivalent to the Company's lien over the shares before the sale for any money payable in respect of the shares after the date of the lien enforcement notice.
- (e) A statutory declaration by a director or the secretary that the declarant is a director or the secretary and that a share has been sold to satisfy the Company's lien on a specified date
 - (i) is conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share, and

- (ii) subject to compliance with any other formalities of transfer required by the articles or by law, constitutes a good title to the share

CALLS ON SHARES

97. Calls

- (a) Subject to the articles and terms of allotment, the board may make calls on the members in respect of any moneys unpaid on their shares (whether in respect of nominal amount or premium) and each member shall (subject to his/her receiving at least 14 clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his/her shares. A call may be revoked or postponed as the board may decide.
- (b) Any call may be made payable in one sum or by instalments and shall be deemed to be made at the time when the resolution of the board authorising that call is passed.
- (c) A person on whom a call is made shall remain liable for it notwithstanding the subsequent transfer of the share in respect of which the call is made.
- (d) The joint holders of a share shall be jointly and severally liable for the payment of all calls in respect of that share.

98. Interest on calls

If a call is not paid before or on the due date for payment, the person from whom it is due shall pay interest on the amount unpaid, from the due date for payment to the date of actual payment, at such rate as the board may decide, but the board may waive payment of the interest, wholly or in part.

99. Sums treated as calls

A sum which by the terms of allotment of a share is payable on allotment, or at a fixed time, or by instalments at fixed times, shall for all purposes of these articles be deemed to be a call duly made and payable on the date or dates fixed for payment and, in case of non-payment, these articles shall apply as if that sum had become payable by virtue of a call.

100. Power to differentiate

On any allotment of shares the board may make arrangements for a difference between the allottees or holders of the shares in the amounts and times of payment of calls on their shares.

101. Payment of calls in advance

The board may, if it thinks fit, receive all or any part of the moneys payable on a share beyond the sum actually called up on it if the holder is willing to make payment in advance and, on any moneys so paid in advance, may (until they would otherwise be due) pay interest at such rate as may be agreed between the board and the member paying the sum in advance.

FORFEITURE OF SHARES

102. Notice of unpaid calls and intended forfeiture

- (a) If the whole or any part of any call or instalment remains unpaid on any share after the due date for payment, the board may give a notice to the holder requiring him to pay so much of the call or instalment as remains unpaid, together with any accrued interest
- (b) The notice shall state a further day, being not less than 14 clear days from the date of the notice, on or before which, and the place where, payment is to be made and shall state that, in the event of non-payment on or before the day and at the place appointed, the share in respect of which the call was made or instalment is payable will be liable to be forfeited
- (c) The board may accept a surrender of any share liable to be forfeited
- (d) A notice of intended forfeiture
 - (i) may be sent in respect of any share in respect of which a call has not been paid as required by a call notice,
 - (ii) must be sent to the holder of that share or to a person entitled to it by reason of the holder's death, bankruptcy or otherwise,
 - (iii) must require payment of the call and any accrued interest by a date which is not less than 14 days after the date of the notice,
 - (iv) must state how the payment is to be made, and
 - (v) must state that if the notice is not complied with, the shares in respect of which the call is payable will be liable to be forfeited

103. Forfeiture on non-compliance with notice

- (a) Failure to comply with call notice automatic consequences
 - (i) If a person is liable to pay a call and fails to do so by the call payment date
 - (A) the directors may issue a notice of intended forfeiture to that person, and
 - (B) until the call is paid, that person must pay the Company interest on the call from the call payment date at the relevant rate
- (b) For the purposes of this article
 - (i) the **call payment date** is the time when the call notice states that a call is payable, unless the directors give a notice specifying a later date, in which case the **call payment date** is that later date,
 - (ii) the relevant rate is
 - (A) the rate fixed by the terms on which the share in respect of which the call is due was allotted,

- (B) such other rate as was fixed in the call notice which required payment of the call, or has otherwise been determined by the directors, or
 - (C) if no rate is fixed in either of these ways, 5 per cent per annum
- (iii) The relevant rate must not exceed by more than 5 percentage points the base lending rate most recently set by the Monetary Policy Committee of the Bank of England in connection with its responsibilities under Part 2 of the Bank of England Act 1998
- (c) The directors may waive any obligation to pay interest on a call wholly or in part
- (d) If the requirements of a notice given under the preceding article are not complied with, any share in respect of which it was given may (before the payment required by the notice is made) be forfeited by a resolution of the board. The forfeiture shall include all dividends declared and other moneys payable in respect of the forfeited share and not actually paid before the forfeiture
- (e) If a share is forfeited, notice of the forfeiture shall be given to the person who was the holder of the share or (as the case may be) the person entitled to the share by transmission, and an entry that notice of the forfeiture has been given, with the relevant date, shall be made in the register, but no forfeiture shall be invalidated by any omission to give such notice or to make such entry

104. Power to annul forfeiture or surrender

The board may, at any time before the forfeited or surrendered share has been sold, re-allotted or otherwise disposed of, annul the forfeiture or surrender upon payment of all calls and interest due on or incurred in respect of the share and on such further conditions (if any) as it thinks fit

105. Disposal of forfeited or surrendered shares

- (a) Every share which is forfeited or surrendered shall become the property of the Company and (subject to the Statutes) may be sold, re-allotted or otherwise disposed of, upon such terms and in such manner as the board shall decide either to the person who was before the forfeiture the holder of the share or to any other person and whether with or without all or any part of the amount previously paid up on the share being credited as so paid up. The board may for the purposes of a disposal authorise some person to transfer the forfeited or surrendered share to, or in accordance with the directions of, any person to whom the same has been disposed of
- (b) A statutory declaration by a director or the secretary that a share has been forfeited or surrendered on a specified date shall, as against all persons claiming to be entitled to the share, be conclusive evidence of the facts stated in it and shall (subject to the execution of any necessary transfer) constitute a good title to the share. The person to whom the share has been disposed of shall not be bound to see to the application of the consideration for the disposal (if any) nor shall his/her title to the share be affected by any irregularity in or invalidity of the proceedings connected with the forfeiture, surrender, sale, re-allotment or disposal of the share

106. Arrears to be paid notwithstanding forfeiture or surrender

A person any of whose shares have been forfeited or surrendered shall cease to be a member in respect of the forfeited or surrendered share and shall, in the case of shares held in certificated form, surrender to the Company for cancellation any certificate for the share forfeited or surrendered, but shall remain liable (unless payment is waived in whole or in part by the board) to pay to the Company all moneys payable by him on or in respect of that share at the time of forfeiture or surrender, together with interest from the time of forfeiture or surrender until payment at such rate as the board shall decide, in the same manner as if the share had not been forfeited or surrendered. He shall also be liable to satisfy all the claims and demands (if any) which the Company might have enforced in respect of the share at the time of forfeiture or surrender. No deduction or allowance shall be made for the value of the share at the time of forfeiture or surrender or for any consideration received on its disposal.

COMPANY SEAL

107. Seal

- (a) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the board
- (b) The board shall provide for the safe custody of every seal of the Company
- (c) A seal shall be used only by the authority of the board or a duly authorised committee but that authority may consist of an instruction or approval given in writing or by electronic means by a majority of the directors or of the members of a duly authorised committee
- (d) The board may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case, that such signatures shall be dispensed with
- (e) Unless otherwise decided by the board
 - (i) certificates for shares, debentures or other securities of the Company issued under seal need not be signed, and
 - (ii) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors

DIVIDENDS

108. Declaration of dividends by the Company

The Company may, by ordinary resolution, declare a dividend to be paid to the members, according to their respective rights and interests in the profits, and may fix the time for payment of such dividend, but no dividend shall exceed the amount recommended by the board.

109. Fixed and interim dividends

The board may pay such interim dividends as appear to the board to be justified by the financial position of the Company and may also pay any dividend payable at a fixed rate at intervals settled by the board whenever the financial position of the Company, in the opinion of the board, justifies its payment. If the board acts in good faith, none of the directors shall incur any liability to the holders of shares conferring preferred rights for any loss such holders may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.

110. Calculation and currency of dividends

- (a) Except insofar as the rights attaching to, or the terms of issue of, any share otherwise provide
 - (i) all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid, but no amount paid up on a share in advance of calls shall be treated for the purposes of this article as paid up on the share,
 - (ii) all dividends shall be apportioned and paid *pro rata* according to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid, and
 - (iii) dividends may be declared or paid in any currency
- (b) The board may agree with any member that dividends which may at any time or from time to time be declared or become due on his/her 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 any costs involved

111. Method of payment

- (a) The Company may pay any dividend or other sum payable in respect of a share
 - (i) by cheque or dividend warrant payable to the holder (or, in the case of joint holders, the holder whose name stands first in the register in respect of the relevant share) or to such other person as the holder (or, in the case of joint holders, all the joint holders) may notify to the Company for the purpose, or
 - (ii) by a bank or other funds transfer system or by such other electronic means (including, in the case of an uncertificated share, a relevant system) to such account as the holder (or, in the case of joint holders, all the joint holders) may notify to the Company for the purpose, or
 - (iii) in such other way as may be agreed between the Company and the holder (or, in the case of joint holders, all such holders)
- (b) Any such cheque or dividend warrant may be sent by post to the registered address of the holder (or, in the case of joint holders, to the registered address of that person whose name stands first in the register in respect of the relevant share) or

to such other address as the holder (or, in the case of joint holders, all the joint holders) may notify to the Company for the purpose

- (c) Every cheque or warrant is sent, and payment in any other way is made, at the risk of the person or persons entitled to it and the Company will not be responsible for any sum lost or delayed when it has sent or transmitted the sum in accordance with these articles. Clearance of a cheque or warrant or transmission of funds through a bank or other funds transfer system or by such other electronic means as is permitted by these articles shall be a good discharge to the Company
- (d) Any joint holder or other person jointly entitled to any share may give an effective receipt for any dividend or other sum paid in respect of the share
- (e) Any dividend or other sum payable in respect of any share may be paid to a person or persons entitled by transmission to that share as if he or they were the holder or joint holders of that share and his/her address (or the address of the first named of two or more persons jointly entitled) noted in the register were the registered address

112. Dividends not to bear interest

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

113. Calls or debts may be deducted from dividends

The board may deduct from any dividend or other moneys payable to any person (either alone or jointly with another) on or in respect of a share all such sums as may be due from him (either alone or jointly with another) to the Company on account of calls or otherwise in relation to shares of the Company

114. Unclaimed dividends etc

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

115. Uncashed dividends

If

- (i) a payment for a dividend or other sum payable in respect of a share sent by the Company to the person entitled to it in accordance with these articles is left uncashed or is returned to the Company and, after reasonable enquiries, the Company is unable to establish any new address or, with respect to a payment to be made by a funds transfer system, a new account, for that person, or

- (ii) such a payment is left uncashed or returned to the Company on two consecutive occasions,

the Company shall not be obliged to send any dividends or other sums payable in respect of that share to that person until he notifies the Company of an address or, where the payment is to be made by a funds transfer system, details of the account, to be used for the purpose

116. Dividends *in specie*

- (a) With the authority of an ordinary resolution of the Company and on the recommendation of the board, payment of any dividend may be satisfied wholly or in part by the distribution of specific assets and in particular of paid up shares or debentures of any other company
- (b) Where any difficulty arises with the distribution, the board may settle the difficulty as it thinks fit and, in particular, may issue fractional certificates (or ignore fractions), fix the value for distribution of the specific assets or any part of them, determine that cash payments be made to any members on the basis of the value so fixed in order to secure equality of distribution and vest any of the specific assets in trustees on such trusts for the persons entitled to the dividend as the board may think fit

117. Scrip dividends

- (a) The board may, with the authority of an ordinary resolution of the Company, offer any holders of any particular class of shares the right to elect to receive further shares, credited as fully paid, instead of cash in respect of all (or some part) of any dividend specified by the ordinary resolution (a **scrip dividend**) in accordance with the following provisions of this article
- (b) The ordinary resolution may specify a particular dividend (whether or not already declared) or may specify all or any dividends declared within a specified period, but such period may not end later than five years after the date of the meeting at which the ordinary resolution is passed
- (c) The basis of allotment shall be decided by the board so that, as nearly as may be considered convenient, the value of the further shares, including any fractional entitlement, is equal to the amount of the cash dividend which would otherwise have been paid (disregarding the amount of any associated tax credit)
- (d) For the purposes of paragraph (c) above, the value of the further shares shall be calculated in such manner as may be determined by or in accordance with the ordinary resolution
- (e) The board shall give notice to the holders of shares of their rights of election in respect of the scrip dividend and shall specify the procedure to be followed in order to make an election
- (f) The dividend or that part of it in respect of which an election for the scrip dividend is made shall not be paid and instead further shares shall be allotted in accordance with elections duly made and the board shall capitalise a sum equal to the aggregate nominal amount of the shares to be allotted out of such sums available for the purpose as the board may consider appropriate

- (g) The further shares so allotted shall rank *pari passu* in all respects with the fully paid shares of the same class then in issue except as regards participation in the relevant dividend
- (h) The board may decide that the right to elect for any scrip dividend shall not be made available to members resident in any territory where, in the opinion of the board, compliance with local laws or regulations would be unduly onerous
- (i) The board may do all acts and things as it considers necessary or expedient to give effect to the provisions of a scrip dividend election and the issue of any shares in accordance with the provisions of this article, and may make such provisions as it thinks fit for the case of shares becoming distributable in fractions (including provisions under which, in whole or in part, the benefit of fractional entitlements accrues to the Company rather than to the members concerned) To the extent that the entitlement of any holder of shares in respect of any dividend is less than the value of one new share of the relevant class (as determined for the basis of any scrip dividend) the board may also from time to time establish or vary a procedure for such entitlement to be accrued and aggregated with any similar entitlement for the purposes of any subsequent scrip dividend
- (j) The board may from time to time establish or vary a procedure for election mandates, under which a holder of shares may, in respect of any future dividends for which a right of election pursuant to this article is offered, elect to receive shares in lieu of such dividend on the terms of such mandate
- (k) The board shall not make a scrip dividend available unless the Company has sufficient unissued shares and undistributed profits or reserves to give effect to elections which could be made to receive that scrip dividend

118. Waiver of dividends

Distribution recipients 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

- (a) the share has more than one holder, or
- (b) 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 RESERVES

119. Capitalisation of reserves

- (a) Subject to the articles, the board may, with the authority of an ordinary resolution of the Company
 - (i) resolve to capitalise any sum standing to the credit of any reserve account of the Company (including share premium account and capital redemption reserve) or any sum standing to the credit of profit and loss account not

required for the payment of any preferential dividend (whether or not it is available for distribution), and

- (ii) appropriate that sum as capital to the holders of shares in proportion to the nominal amount of the share capital held by them respectively and apply that sum on their behalf in paying up in full any unissued shares or debentures of the Company of a nominal amount equal to that sum and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions or in paying up the whole or part of any amounts which are unpaid in respect of any issued shares in the Company held by them respectively, or otherwise deal with such sum as directed by the resolution provided that the share premium account and the capital redemption reserve and any sum not available for distribution in accordance with the Statutes may only be applied in paying up unissued shares to be allotted credited as fully paid up
- (b) Where any difficulty arises in respect of any distribution of any capitalised reserve or other sum, the board may settle the difficulty as it thinks fit and in particular may make such provisions as it thinks fit in the case of shares or debentures becoming distributable in fractions (including provisions under which, in whole or in part, the benefit of fractional entitlements accrues to the Company rather than the members concerned) or ignore fractions and may fix the value for distribution of any fully paid up shares or debentures and may determine that cash payments be made to any members on the basis of the value so fixed in order to secure equality of distribution, and may vest any shares or debentures in trustees upon such trusts for the persons entitled to share in the distribution as the board may think fit
- (c) The board may also authorise any person to sign on behalf of the persons entitled to share in the distribution a contract for the acceptance by those persons of the shares or debentures to be allotted to them credited as fully paid under a capitalisation and any such contract shall be binding on all those persons

120. Capitalisation of reserves - employees' share schemes

- (a) This article (which is without prejudice to the generality of the provisions of the immediately preceding article) applies
 - (i) where a person is granted pursuant to an employees' share scheme a right to subscribe for shares in the Company in cash at a subscription price less than their nominal value, and
 - (ii) where, pursuant to an employees' share scheme, the terms on which any person is entitled to subscribe in cash for shares in the Company are adjusted as a result of a capitalisation issue, rights issue or other variation of capital so that the subscription price is less than their nominal value
- (b) In any such case the board
 - (i) shall transfer to a reserve account a sum equal to the deficiency between the subscription price and the nominal value of the shares (the **cash deficiency**) from the profits or reserves of the Company which are available for distribution and not required for the payment of any preferential dividend, and

- (ii) (subject to paragraph (d) below) shall not apply that reserve account for any purpose other than paying up the cash deficiency upon the allotment of those shares
- (c) Whenever the Company is required to allot shares pursuant to such a right to subscribe, the board shall (subject to the Statutes) appropriate to capital out of the reserve account an amount equal to the cash deficiency applicable to those shares, apply that amount in paying up the deficiency on the nominal value of those shares and allot those shares credited as fully paid to the person entitled to them
- (d) If any person ceases to be entitled to subscribe for shares as described above, the restrictions on the reserve account shall cease to apply in relation to such part of the account as is equal to the amount of the cash deficiency applicable to those shares
- (e) No right shall be granted under any employees' share scheme under paragraph (a) (i) above and no adjustment shall be made as mentioned in paragraph (a) (ii) above unless there are sufficient profits or reserves of the Company available for distribution and not required for the payment of any preferential dividend to permit the transfer to a reserve account in accordance with this article of an amount sufficient to pay up the cash deficiency applicable to the shares concerned

RECORD DATES

121. Fixing of record dates

- (a) Notwithstanding any other of these articles, but without prejudice to any rights attached to any shares, the Company or the board may fix a date as the record date by reference to which a dividend will be declared or paid or a distribution, allotment or issue made, and that date may be before, on or after the date on which the dividend, distribution, allotment or issue is declared, paid or made
- (b) In the absence of a record date being fixed, entitlement to any dividend, distribution, allotment or issue shall be determined by reference to the date on which the dividend is declared or the distribution, allotment or issue is made

ACCOUNTS

122. Accounting records

- (a) The board shall cause accounting records of the Company to be kept in accordance with the Statutes
- (b) No member (as such) shall have any right of inspecting any account, book or document of the Company, except as conferred by law or authorised by the board or by any ordinary resolution of the Company

NOTICES

123. Form of notices

- (a) Subject to the articles and Statutes and except where otherwise expressly stated, any notice to be given to or by any person under these articles shall be in writing or, subject to paragraph (b), contained in an electronic communication

- (b) The board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as it thinks fit for verifying the authenticity or integrity of any such electronic communication. A notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the board.

124. Manner of giving notices

- (a) A notice in writing, document or other communication may be given or served by the Company to any member either personally or by sending it through the post addressed to the member at his/her registered address or by leaving it at that address.
- (b) Subject to the Statutes, a notice, document or other communication may be given by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on a web site and notifying the member concerned, in such manner as he may from time to time authorise, that it has been so published.
- (c) In the case of joint holders of a share, any notice, document or other communication given or served by the Company in any manner permitted by these articles to the joint holder who is named first in the register in respect of the joint holding shall be deemed to be given to all other holders of the share.
- (d) A member whose registered address is not within the United Kingdom and who gives to the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address but, unless he does so, shall not be entitled to receive any notice from the Company.

125. Notice by advertisement

If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national newspaper. In any such case the Company shall send confirmatory copies of the notice by post to those members to whom notice cannot be given by electronic means if at least six clear days before the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

126. When notice is deemed given

- (a) Any notice in writing, document or other communication, if sent by first class post, shall be deemed to have been given on the day following that on which the envelope containing it is put into the post, or, if sent by second class post, shall be deemed to have been given on the second day following that on which the envelope containing it is put into the post and in proving that a notice, document or other communication has been given it shall be sufficient to prove that the letter, envelope or wrapper containing the notice, document or other communication was properly addressed, prepaid and put into the post.
- (b) Any notice in writing, document or other communication not sent by post but left at a registered address or address at which a notice, document or other

communication may be given shall be deemed to have been given on the day it was so left

- (c) Any notice, document or other communication, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company
- (d) Where notice is given by way of newspaper advertisement, such notice shall be deemed to have been given to each member or person entitled to receive it at 12 00 p m on the day when the advertisement appears or, if it appears on different days, at 12 00 p m on the first of the days when it appears
- (e) A member present, either in person or by proxy, at any meeting of the Company or class of members of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was convened
- (f) Every person who becomes entitled to a share shall be bound by every notice (other than a notice in accordance with section 793 of the Act) in respect of that share which before his/her name is entered in the register was given to the person from whom he derives his/her title to the share

127. Record date for giving notices

- (a) For the purposes of giving notices of meetings, documents or other communications, whether under section 307 of the Act, any other Statute, a provision in these articles or any other instrument, the Company may determine that persons entitled to receive such notices, documents or other communications are those persons entered on the register at the close of business on a day determined by it
- (b) The day determined by the Company under paragraph (a) above may not be more than 15 days before the day that the notice of the meeting, document or other communication is given

128. Notice to person entitled by transmission

Where a person is entitled by transmission to a share, any notice or other communication shall be given to him, as if he were the holder of that share and his/her address noted in the register were his/her registered address. In any other case, any notice or other communication given to any member pursuant to these articles shall, notwithstanding that the member is then dead or bankrupt or that any other event giving rise to the transmission of the share by operation of law has occurred and whether or not the Company has notice of the death, bankruptcy or other event, be deemed to have been properly given in respect of any share registered in the name of that member as sole or joint holder

UNTRACED MEMBERS

129. Sale of shares of untraced members

- (a) The Company may sell, in such manner as the board may decide and at the best price it considers to be reasonably obtainable at that time, any share of a member, or any share to which a person is entitled by transmission if

- (i) during a period of 12 years at least three cash dividends have become payable in respect of the share to be sold and have been sent by the Company in accordance with these articles,
 - (ii) during that period of 12 years no cash dividend payable in respect of the share has been claimed, no cheque, warrant, order or other payment for a dividend has been cashed, no dividend sent by means of a funds transfer system has been paid and no communication has been received by the Company from the member or the person entitled by transmission to the share,
 - (iii) on or after the expiry of that period of 12 years the Company has published advertisements both in a national newspaper and in a newspaper circulating in the area in which the last known address of the member or person entitled by transmission to the share or the address at which notices may be given in accordance with these articles is located, in each case giving notice of its intention to sell the share, and
 - (iv) during the period of three months following the publication of those advertisements and after that period until the exercise of the power to sell the share, the Company has not received any communication from the member or the person entitled by transmission to the share
- (b) The Company's power of sale shall extend to any further share which, on or before the date of publication of the first of any advertisement pursuant to subparagraph (a) (iii) above, is issued in right of a share to which paragraph (a) applies (or in right of any share to which this paragraph applies) if the conditions set out in subparagraphs (a) (ii) to (iv) are satisfied in relation to the further share (but as if the references to a period of 12 years were references to a period beginning on the date of allotment of the further share and ending on the date of publication of the first of the advertisements referred to above)
- (c) To give effect to any sale, the board may authorise some person to transfer the share to, or as directed by, the purchaser, who shall not be bound to see to the application of the purchase money, nor shall the title of the new holder to the share be affected by any irregularity in, or invalidity of, the proceedings relating to the sale

130. Application of proceeds of sale

- (a) The Company shall account to the person entitled to the share at the date of sale for a sum equal to the net proceeds of sale and shall be deemed to be his/her debtor, and not a trustee for him, in respect of them
- (b) Pending payment of the net proceeds of sale to such person, the proceeds may either be employed in the business of the Company or invested in such investments (other than shares of the Company or its holding company, if any) as the board may from time to time decide
- (c) No interest shall be payable in respect of the net proceeds and the Company shall not be required to account for any moneys earned on the net proceeds

DESTRUCTION OF DOCUMENTS

131. Destruction of documents

- (a) The board may authorise or arrange the destruction of documents held by the Company as follows
 - (i) at any time after the expiration of six years from the date of registration, all instruments of transfer of shares and all other documents transferring or purporting to transfer shares or representing or purporting to represent the right to be registered as the holder of shares on the faith of which entries have been made in the register,
 - (ii) at any time after the expiration of one year from the date of cancellation, all registered share certificates which have been cancelled,
 - (iii) at any time after the expiration of two years from the date of recording them, all dividend mandates and notifications of change of address, and
 - (iv) at any time after the expiration of one year from the date of actual payment, all paid dividend warrants and cheques
- (b) It shall conclusively be presumed in favour of the Company that
 - (i) every entry in the register purporting to have been made on the basis of an instrument of transfer or other document so destroyed was duly and properly made,
 - (ii) every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered,
 - (iii) every share certificate so destroyed was a valid certificate duly and properly cancelled,
 - (iv) every other document mentioned in paragraph (a) above so destroyed was a valid and effective document in accordance with the particulars of it recorded in the books and records of the Company, and
 - (v) every paid dividend warrant and cheque so destroyed was duly paid
- (c) The provisions of paragraph (b) above shall apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties to it) to which the document might be relevant
- (d) Nothing in this article shall be construed as imposing on the Company or the board any liability in respect of the destruction of any document earlier than as stated in (a) above or in any other circumstances in which liability would not attach to the Company or the board in the absence of this article
- (e) References in this article to the destruction of any document include references to its disposal in any manner

WINDING UP

132. Powers to distribute *in specie*

If the Company is in liquidation, the liquidator may, with the authority of an special resolution of the Company and any other authority required by the Statutes

- (i) divide among the members *in specie* the whole or any part of the assets of the Company and, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members, or
- (ii) vest the whole or any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall think fit but no member shall be compelled to accept any assets upon which there is any liability

INDEMNITY

133. Indemnity of officers

- (a) Except to the extent prohibited or restricted by the Statutes, but without prejudice to any indemnity to which a director or other officer may otherwise be entitled, every director or other officer (excluding an auditor) of the Company may be indemnified out of the assets of the Company against all liabilities incurred by him in the actual or purported execution or discharge of his/her duties or the exercise or purported exercise of his/her powers or otherwise in relation to or in connection with his/her duties, powers or office
- (b) The Company may fund the expenditure of a relevant director of the Company (or of any associated company) for the purposes permitted under the Act and may do anything to enable such relevant director to avoid incurring such expenditure as provided in the Act
- (c) No relevant director of the Company (or of any associated company) shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director
- (d) The powers given by this article shall not limit any general powers of the Company to grant indemnities, purchase and maintain insurance or provide funds (whether by way of loan or otherwise) to any person in connection with any legal or regulatory proceedings or applications for relief
- (e) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law
- (f) In this article 133 and in article 134
 - (a) companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
 - (b) a **relevant director** means any director or former director of the Company or an associated company

134. Insurance

- (a) The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss
- (b) In this article 134 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company (or associated company)