

Company Number: 4858491

THE COMPANIES ACT 2006 (AS AMENDED)

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS IN WRITING

of

**Worth Global Style Network Limited
(the "Company")**

We, being the sole member of the Company who at the date of these resolutions is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with Part 2 of Chapter 13 of the Companies Act 2006, to pass the following as written resolutions

- 1 **THAT** new articles of association in the form contained in the draft articles of association appended hereto be adopted as the articles of association of the company in substitution for and to the exclusion of all previous articles of association, and
- 2 **THAT** a new memorandum of association in the form contained in the draft memorandum of association appended hereto be adopted as the memorandum of association of the company in substitution for and to the exclusion of all previous memoranda of association


For and on behalf of
Emap Communications Limited

Date 12 May 2008

WEDNESDAY



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COMPANIES HOUSE

THE COMPANIES ACT 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

Worth Global Style Network Limited

- 1 The company's name is Worth Global Style Network Limited ¹
- 2 The Company's Registered Office is to be situated in England and Wales
- 3 The Company's objects are
 - (a) To carry on all or any of the businesses of a general commercial company and in this connection to carry on any business for profit, directly or indirectly, whether by itself and in its own name or through subsidiary, associated or allied companies or firms in the United Kingdom or elsewhere, in all or any of its branches any business, undertaking, project or enterprise of any character whether private or public and all or any in trades, activities and processes connected therewith or ancillary and complementary thereto and as in investment, holding and management company in all its branches, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same, and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations, to establish, carry on, develop and extend investments and holdings and to sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a member or which are in any manner controlled by or connected with the Company, to carry on all or any of the businesses of general merchants and traders, cash and credit traders, importers, exporters, designers, manufacturers, agents, representatives, buyers, sellers, distributors, factors, wholesalers, retailers, letters on hire and shippers of and dealers in produce, products, goods, wares and merchandise and electronic, engineering, electric, industrial and agricultural equipment and items and accessories and spare parts of every description, franchise operators, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises, consultants, market research specialists, experts and advisers in electronic and engineering equipment of every kind, marketing and sales promotion, management, commercial, social and other undertakings and pension, insurance, finance technical, economic and financial matters, to create establish and maintain an organisation for the

¹ The Company changed its name from Seckloe 174 Limited to Worth Global Style Network Limited on 23 January 2004

purchase, sale, vending distribution, advertising or introduction of products, merchandise, goods, wares and commodities of every description, to carry on the business of haulage and transport contractors, removers, general storekeepers and warehousemen, discount and credit traders, mail order specialists, railway, shipping, forwarding agents and printers and publishers, to carry on the businesses of builders and estate agents and to acquire by purchase, lease, exchange or otherwise for development, investment, letting, or resale land and buildings and other property of any tenure or any interest therein, and to act as merchants generally

- (b) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously or conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects
- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property
- (d) To acquire by purchase, application, registration or otherwise and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, licences, secret processes, trade marks, designs, protections and concessions or any other intellectual property rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same
- (e) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and undertake all or any of the liabilities of such person, firm or company as part of the consideration for such acquisition, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company
- (g) To invest and deal with the monies of the Company not immediately required and to hold or otherwise deal with any investments made in such manner as the Company may from time to time determine
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of

any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid)

- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, warrants, debentures, and other negotiable or transferable instruments
- (k) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests
- (l) To enter into any arrangements with any Government or authority (supreme, municipal, local or otherwise that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges or concessions which the Company may think desirable
- (m) To acquire by subscription or otherwise, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, or any other securities issued or guaranteed by any company constituted or carrying on business in any part of the world, and any such securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world
- (n) To create and issue at par, or at a premium or discount, debentures or debenture stock, in either permanent, redeemable, or other repayable form, bonds, and any other obligations or securities of the company, and to grant standard or other securities in favour of lenders or trustees for lenders in order to secure any money borrowed or raised by the Company, and to exchange or convert from time to time any such securities
- (o) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest
- (p) Subject to due compliance with the provisions of section 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any such purpose as is specified in section 151(1) and/or section 151(2) of the Act
- (q) To promote any other company for the purpose of acquiring the whole or any part of the business or property of undertaking or any of the liabilities of the Company, or of

undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

- (r) To sell or otherwise dispose of the whole or any part of the business or property of the Company for such consideration as the Company may think fit, and in particular, for shares, debentures, or securities of any company purchasing the same
- (s) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts
- (t) To remunerate any person, firm or company rendering services to the Company either by cash payment or otherwise
- (u) To distribute among the Members of the Company in kind any property of the Company properly distributable amongst the members
- (v) To pay or procure the payment of all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, and to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or the securities of the Company
- (w) To give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors or employees of the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance including insurance for any Director, Officer or Auditor against any liability incurred by such persons in respect of any act or omission by them in relation to the carrying out of their obligations and duties in relation to the Company
- (x) To procure the Company to be registered or recognised in any part of the world
- (y) To do all or any of the things authorised in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others
- (z) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's object or of any of the powers given to it by the Act or by this Clause

AND so that

None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object set forth in such

sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company

The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether incorporated, registered, resident or domiciled in the United Kingdom or elsewhere

In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

- 4 The liability of the Members is limited
- 5 The Company's share capital is £12,145,015 10 divided into 1,200,000 Ordinary Shares of 10p each, 250,151 'A' Ordinary Shares of 10p each and 12,000,000 Preference Shares of 31 each

THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

WORTH GLOBAL STYLE NETWORK LIMITED

1. PRELIMINARY

- a) The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No 1052), The Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007 No 2541) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007 No 2826) so far as it relates to a private company limited by shares (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Company

- b) In these Articles the expressions -

"A' Ordinary Shares"	means the 'A' Ordinary Shares of £0 10 each in the capital of the Company having the rights and being subject to the restrictions set out in these Articles,
"Ordinary Shares"	means the Ordinary Shares of £0 10 each in the capital of the Company having the rights and being subject to the restrictions set out in these Articles,
"Preference Shares"	means the non-cumulative non-redeemable preference shares of £1 each in the capital of the Company for the time being in issue having the rights and being subject to the restrictions set out in these Articles,
"New Ordinary Shares"	means the New Ordinary Shares of £0 50 each in the capital of the Company having the rights and being subject to the restrictions set out in these Articles,
"Deferred Shares"	means the Deferred Shares of £1 each in the capital of the Company having the rights and being subject to the restrictions set out in these Articles,
"the Act"	means the Companies Act 1985 and "the 2006 Act" means the Companies Act 2006, but so that any reference in these Articles to any provision of the Act or the 2006 Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force, and

"subsidiary company"

means a company which is a subsidiary of another within the meaning of section 1159 of the 2006 Act except that a company shall not be regarded as a subsidiary of another by reason only of the fact that that other is a member of it and has the right to appoint or remove a majority of its board of directors and the definition of "holding company" in the said section shall be construed accordingly

2. SHARE CAPITAL

- a) The authorised share capital of the Company at the date of the adoption of these Articles is 1,200,000 Ordinary Shares, 250,151 'A' Ordinary Shares and 12,000,000 Preference Shares

3. CLASS RIGHTS

- a) The special rights and restrictions attached to and imposed on the Preference Shares, the Ordinary Shares and the 'A' Ordinary Shares respectively are as follows
- i) The Preference Shares shall confer upon the holders thereof as a class, the right, in priority to any payment by way of dividend to the holders of any other shares in the capital of the Company
 - ii) In the event of a winding up of the Company or other return of capital, the assets of the Company remaining after payment of its debts and liabilities shall be applied in the following manner and order of priority
 - a) first, in payment to the holders of the Preference Shares (in proportion to the numbers of Preference Shares held by them) the sum of £1 per Preference Share together with an amount equal to the subscription price (inclusive of any premium) paid for such shares,
 - b) secondly, in payment to the holders of the Ordinary Shares and 'A' Ordinary Shares (in proportion to the numbers of Ordinary Shares and 'A' Ordinary Shares held by them as if the same constituted one class) an amount equal to the subscription price (inclusive of any premium) paid for such shares,
 - c) thirdly, in payment to the holders of 'A' Ordinary Shares and Ordinary Shares (in proportion to the numbers of Ordinary Shares and 'A' Ordinary Shares held by them) any remaining balance
- b) Subject to the provisions of the Companies Acts and any rights and restrictions laid out in these Articles of Association, the company may, by special resolution convert the Preference Shares into ordinary shares by way of consolidation, sub-division, and subsequent re-classification into New Ordinary Shares of £0.50 each and Deferred Shares of £1 each as follows
- i) the authorised Preference Shares of £1 each be first consolidated into one share with a nominal value of £12,000,000, subject to Article 3c below,

- ii) that one share be then sub-divided into 15,000,000 shares, with 6,000,000 re-classified as New Ordinary Shares of £0 50 each, and 9,000,000 re-classified as Deferred Shares of £1 each, subject to Article 3c below
 - iii) the New Ordinary Shares of £0 50 each shall have the same rights of the Ordinary Shares of £0 10 each
 - iv) the Deferred Shares of £1 each shall have no meaningful rights, save for the rights conferred on the 'A' Ordinary Shares
- c) In light of the above, the provision contained in s121(2) of the 1985 Act shall therefore apply to the company

4. ALLOTMENT OF SHARES

- a) Notwithstanding any other provisions contained in this article 4, for so long as the Company is a subsidiary company, the directors shall not be entitled to exercise any of the powers, authorities, rights or discretions conferred on them by this article 4 without the prior consent of the Company's holding company. Authority given to the directors for the purposes of or pursuant to section 80 of the Act shall not constitute a consent pursuant to the provisions of this article 4 a)
- b) Shares which are comprised in the authorised but unissued share capital of the Company shall be under the control of the directors who may (subject to section 80 of the Act and to article 4 d) below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit
- c) In accordance with section 91(1) of the Act sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company
- d) The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution

5. SHARES

- a) The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly
- b) The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment"

6. GENERAL MEETINGS AND RESOLUTIONS

- a) The holders of Preference Shares and 'A' Ordinary Shares shall not be entitled to receive notice of or to attend and vote at general meetings of the Company
- b) Every notice convening a general meeting shall comply with the provisions of section 325(1) of the 2006 Act as to giving information to holders of Ordinary Shares in regard to their right to appoint proxies, and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors for the time being of the Company
- c) Regulation 37 in Table A shall be read and construed as if the last sentence were omitted therefrom
- c) No business shall be transacted at any general meeting unless a quorum is present Subject to article 6 d) below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum
- d) If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum
- e) If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved
- f) Regulations 40 and 41 in Table A shall not apply to the Company
- g) If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in article 6 i) below
- h) Any decision taken by a sole member pursuant to article 6 g) above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book
- i) Resolutions under section 168 of the 2006 Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting
- k) A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands In any case where the same person is appointed proxy for more than one member he shall on a show of hands have as many votes as the number of members for whom he is proxy A member present at a meeting by more than one proxy shall be entitled to speak at the meeting through each of the proxies but the proxies together shall be entitled to only one vote on a show of

hands In the event that the proxies do not reach agreement as to how their vote should be exercised on a show of hands, the voting power is treated as not exercised Regulation 54 in Table A shall be modified accordingly

- l) Regulation 62 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom
- m) Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without the following modification, the appointment of a proxy and any authority under which the proxy is appointed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited or received at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting

7. APPOINTMENT OF DIRECTORS

- a) Regulation 64 in Table A shall not apply to the Company
- b) The maximum number and minimum number respectively of the directors may be determined from time to time by ordinary resolution Subject to and in default of any such determination there shall be no maximum number of directors and the minimum number of directors shall be one Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the directors generally, and regulation 89 in Table A shall be modified accordingly
- c) Regulations 73 to 79 (inclusive) in Table A shall not apply to the Company
- d) No person shall be appointed a director at any general meeting unless either -
 - (i) he is recommended by the directors, or
 - (ii) not less than 14 nor more than 35 clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed
- e) Subject to article 7 d) above, 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
- f) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with article 7 b) above as the maximum number of directors and for the time being in force
- g) Notwithstanding any other provisions of this article 7, for so long as the Company is a subsidiary company, its holding company may appoint any person to be a director or remove any director from office howsoever appointed

8. CONSENT, APPOINTMENT OR REMOVAL BY HOLDING COMPANY

- a) Every consent or any appointment or removal of a director under the powers conferred upon a holding company by these Articles shall be made by instrument in writing and signed by a director or the company secretary of such holding company and such instrument shall only take effect on the service thereof at the registered office of the Company. Every such instrument shall be annexed to the directors' minute book as soon as practicable after such service.
- b) The Company may specify to its holding company an address for the purpose of receiving electronic communications in respect of any consent or any appointment or removal of a director under the powers conferred upon a holding company by these Articles. Thereafter an electronic communication to that address for any of the aforesaid purposes shall take effect on receipt at that address. A copy shall be annexed to the directors' minute book as soon as practicable after such service.
- c) No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder or as to whether any requisite consent of a holding company has been obtained and any restriction imposed by these Articles shall be subject to the provisions of the Act and the 2006 Act for the time being in force.
- d) If the Company has more than one holding company then for the purpose of these Articles references to its holding company shall be read and construed as references to its immediate holding company.

9. BORROWING POWERS

- a) The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

10. ALTERNATE DIRECTORS

- a) Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.
- b) A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.
- c) Regulation 66 in Table A shall be read and construed as if the last sentence were

omitted therefrom

11. GRATUITIES AND PENSIONS

- a) The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers
- b) Regulation 87 in Table A shall not apply to the Company

12. NOTICES

- a) Regulation 112 in Table A shall be read and construed as if the third sentence was omitted therefrom
- b) Regulation 116 in Table A shall be read and construed as if the words "within the United Kingdom" were omitted therefrom

13. MEETINGS

- a) In this article "communication" and "electronic communication" shall bear the meanings set forth in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof
- b) A person in communication by electronic means with the chairman and with all other parties to a meeting of the directors or of a committee of the directors shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by electronic means
- c) A meeting at which one or more of the directors attends by electronic means is deemed to be held at such place as the directors shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the directors attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present

14. PROCEEDINGS OF DIRECTORS

- a) Regulation 88 in Table A shall be read and construed as if the third sentence were omitted therefrom
- b) A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted, and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting
- c) Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act

- d) Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company

15. COMMUNICATION BY MEANS OF A WEBSITE

- a) Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website

16. THE SEAL

- a) If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or second director. The obligation under regulation 6 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company
- b) The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the directors

17. PROTECTION FROM LIABILITY

- a) For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Company or otherwise in connection with his duties, powers or office and "Associated Company" shall bear the meaning referred to in section 256 of the 2006 Act. Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply
 - (i) the directors shall have power to purchase and maintain for any director of the Company, any director of an Associated Company, any auditor of the Company and any officer of the Company (not being a director or auditor of the Company), insurance against any Liability, and
 - (ii) every director or auditor of the Company and every officer of the Company (not being a director or auditor of the Company) shall be indemnified out of the assets of the Company against any loss or liability incurred by him in defending any proceedings in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability
- b) Regulation 118 in Table A shall not apply to the Company

18. TRANSFER OF SHARES

- a) Notwithstanding anything otherwise provided in these articles or Table A (whether by way of or in relation to pre-emption rights, restrictions on or conditions applicable to share transfers or otherwise), the directors shall not decline to register any transfer of shares nor suspend the registration thereof where such transfer is in favour of
 - (i) a chargee or mortgagee of any shares,

- (ii) any nominee of a chargee or mortgagee of any shares,
 - (iii) a purchaser of any shares from a chargee or mortgagee (or its nominee) of any shares, or
 - (iv) a purchaser of any shares from any receiver, administrative receiver or administrator appointed by a chargee or mortgagee of any shares
- b) Regulation 24 in Table A shall not apply to the Company