

## **Galliford Try Investments Limited**

**Company Number: 5047034**

At the Extraordinary General Meeting of the Company duly convened and held at the registered office at Cowley Business Park, Cowley, Uxbridge UB8 2AL on 23rd February 2004 the following resolution was duly passed as a special resolution of the Company:

1. THAT Articles of Association in the form annexed hereto and marked "Annex A" be adopted as the Articles of Association of the Company.

Certified to be a true extract



R Barraclough  
Secretary

Dated this 23rd day of February 2004



THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION**

**AND**

**NEW ARTICLES OF ASSOCIATION**

(adopted by a Special Resolution passed on 23<sup>rd</sup> February 2004)

of

**GALLIFORD TRY INVESTMENTS LIMITED**

(Incorporated on 17<sup>th</sup> February 2004)

CMS Cameron McKenna  
Mitre House  
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London EC1A 4DD

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THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
of

GALLIFORD TRY INVESTMENTS LIMITED

1 The name of the Company is "GALLIFORD TRY INVESTMENTS LIMITED".

2 The registered office of the Company will be situate in England and Wales.

3 The objects for which the Company is established are:

3.1.1 To carry on the business of a holding 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 enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or 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, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.

3.1.2 To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

3.2 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.

- 3.3 To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any trade marks, patents, copyrights, trade secrets, or other intellectual property rights, licences, secret processes, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 3.4 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 as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for cooperation, 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.
- 3.5 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.
- 3.6 To invest and deal with the monies of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 3.7 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).

- 3.8 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.
- 3.9 To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 3.10 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 assets.
- 3.11 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, and concessions.
- 3.12 To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- 3.13 To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 3.14 To promote any other company for the purpose of acquiring the whole or any part of the business or property or 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.

- 3.15 To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 3.16 To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 3.17 To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 3.18 To distribute among the members of the Company in kind any property of the Company of whatever nature.
- 3.19 To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or 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 other securities of the Company.
- 3.20 To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; 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 of, or who are or have been employed by, or who are serving or have served 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 in respect of any negligence, default, breach of duty or breach of trust (so far as permitted by law); and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-

contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such schemes to be established or maintained.

3.21 Subject to and in accordance with the provisions of the Act (if and so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition.

3.22 To procure the Company to be registered or recognised in any part of the world.

3.23 To do all or any of the things or matters aforesaid 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.

3.24 To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

3.25 AND so that:

3.25.1 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 or objects 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.

3.25.2 None of the sub-clauses of this clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this clause as though each such sub-clause contained the objects of a separate Company.

3.25.3 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 domiciled in the United Kingdom or elsewhere.

3.25.4 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.

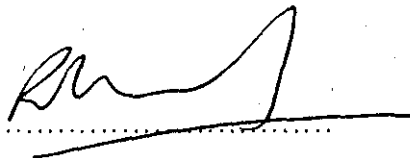
5. The Company's share capital is £1,000 divided into 1,000 shares of £1 each.



WE, the subscriber to this Memorandum of Association, are desirous of being formed into a Company in pursuance of this Memorandum, and we respectively agree to take the number of shares in the capital of the Company set out opposite our name.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber
Galliford Try plc Cowley Business Park Cowley Uxbridge Middlesex UB8 2AL	Two

Signed .....



Dated this 28th day of January, 2004

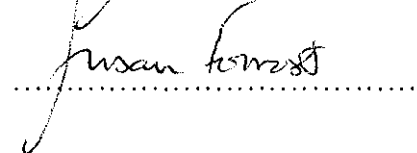
Witness to the above Signatures:

Susan Forrest

Flat 6

29 Adolphus Road

London N4 2AT



A PRIVATE COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

GALLIFORD TRY INVESTMENTS LIMITED  
(adopted by a Special Resolution passed on 23<sup>rd</sup> February 2004)

**1. Preliminary**

Regulations numbered 40, 41, 53, 64, 65, 73, 74, 75, 76, 77, 78, 79, 80, 81, 88, 89, 90, 91, 93, 94 and 118 of Table A in the Companies (Tables A to F) Regulations 1985 (S1 1985 No. 805) ("Table A") shall not apply to the Company. The remaining regulations of Table A shall, together with the following regulations, constitute the articles of association of the Company.

**2. Shares**

- 2.1 The shares in the capital of the Company from time to time shall be under the control of the directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) Companies Act 1985 (the "Act")) of the Company to such persons and generally on such terms and in such manner as they think fit.
- 2.2 The general authority conferred by paragraph 2.1 of this article shall extend to all relevant securities of the Company which are unissued on incorporation of the Company, and shall expire on the fifth anniversary of the date of incorporation of the Company unless varied or revoked or renewed by the Company in general meeting.
- 2.3 The directors shall be entitled under the general authority conferred by this article 2 to make, at any time before the expiry of such authority, any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.

**3. Further provisions relating to shares**

- 3.1 The provisions of section 89(1) and section 90 sub sections (1) to (6) of the Act shall not apply to the Company.

The lien conferred by regulation 8 of Table A, shall extend to fully paid shares, and to all shares registered in the name of any person indebted or under liability to the Company to the extent of such liability or indebtedness, whether such person shall be the sole registered holder or one of several joint holders.

- 3.2 The transferor of a share shall be deemed to remain the holder of it until the name of the transferee is entered in the register of members in respect of such share.
- 3.3 Subject to the provisions of article 8.2, the directors may in their absolute discretion

refuse to register any transfer of any share whether or not it is a fully paid share without giving any reason for such refusal.

#### **4. General meetings**

- 4.1 No business shall be transacted at any meeting unless a quorum is present. If and for so long as the Company shall have one member, that member or a proxy for such member or a duly authorised representative of a corporation which is the member, shall be a quorum. If and for so long as the Company shall have more than one member, 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.
- 4.2 If at any general meeting any votes shall be counted which ought not to have been counted or might have been rejected, or if any votes shall not be counted which ought to have been counted, the error shall not affect the result of the relevant resolution unless it be pointed out at the same meeting and not in that case unless it shall, in the opinion of the chairman of the meeting, be of sufficient magnitude to affect the result of the relevant resolution.
- 4.3 A resolution in writing signed or approved by letter, facsimile transmission or telex by or on behalf of all the members or all the holders of a class of shares (as the case may be) for the time being entitled to vote on the relevant resolution shall be as valid and effective as if it had been passed at a general meeting of the Company or a separate meeting of such class (as the case may be) duly convened and held and when signed or approved may consist of several documents each signed or approved by one or more of the persons aforesaid.
- 4.4 Any director or the secretary of a corporation which is a member shall be deemed to be a duly authorised representative of that member
- 4.4.1 for the purpose of agreeing to short notice of, or attending and voting at, any general meeting of the Company and
- 4.4.2 without prejudice to the generality of the foregoing, for the purpose of regulation 54 of Table A and article 4.1.
- 4.5 If, within half an hour from the time appointed for holding a general meeting, a quorum is not present the meeting (if convened upon the requisition of members) shall be dissolved. In any other case the meeting shall stand adjourned to the same time, place and day in the next week or otherwise as the directors may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

#### **5. Directors**

- 5.1 Unless otherwise determined by the Company in general meeting the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two.
- 5.2 Subject to the provisions of the articles, the directors may regulate their proceedings as

they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. An alternate director shall be entitled in the absence of his appointor(s) to a separate vote on behalf of each absent appointor; and any such vote(s) shall, if he is a director, be in addition to his own vote.

- 5.3 The quorum for meetings of the directors shall be two. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

For the avoidance of doubt, neither:

5.3.1 one alternate representing two or more directors; nor

5.3.2 a director who is also an alternate director for one or more other directors, shall by himself constitute a quorum.

- 5.4 Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office any alternate director so appointed by him.

- 5.5 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.

- 5.6 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 the number (if any) fixed by or in accordance with these articles as the maximum number of directors.

- 5.7 The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but if the number of directors is reduced below the number fixed by or in accordance with these articles, the directors or director may act only for the purpose of filling vacancies or of calling a general meeting.

- 5.8 The directors may appoint one of their number to be chairman of the board of directors and may at any time remove him from that office. Unless he is unwilling to do so, the director so appointed shall preside at every meeting of the directors at which he is present but if there is no director holding that office or if the director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the directors present may appoint one of their number to be chairman of the meeting.

- 5.9 A director or former director shall not be accountable to the Company or the members for any benefit of any kind referred to in regulation 87 of Table A and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

- 5.10 Notwithstanding section 293 of the Act, a person who has attained the age of 70 shall be capable of being appointed or elected a director and a director shall not be required to

vacate his office at the conclusion of the annual general meeting commencing next after he attains that age. It shall not be necessary

5.10.1 to give special notice of a resolution appointing a director who has attained the age of 70 or

5.10.2 for the notice of any resolution appointing such a person to state the age of the person proposed to be appointed as a director.

5.11 Subject to the Act and provided he has disclosed his duty or interest to the directors, a director (including an alternate director) may vote as a director in regard to any matter, contract or arrangement in which he has, directly or indirectly, an interest or duty which is material and he shall be included in determining the quorum for any meeting at which such matter, contract or arrangement is considered.

5.12 The office of a director shall be vacated if the director:

5.12.1 ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director; or

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

5.12.3 becomes in the opinion of the other directors incapable by reason of mental disorder (within the meaning of the Mental Health Act 1983) of discharging his duties as a director; or

5.12.4 resigns his office by notice in writing to the Company;

5.12.5 or absents himself from meetings of the directors during a continuous period of six months without leave of absence from the directors and within three months they resolve that by reason of such absence he vacates his office; or

5.12.6 is removed from office pursuant to article 8.1.

## **6. Directors' meetings and resolutions**

6.1 A resolution in writing signed or approved by letter or facsimile transmission by each director or his alternate who was entitled at the relevant time to receive notice of a meeting of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors (or, as the case may be, of that committee) duly convened and held and when signed or approved as aforesaid may consist of several documents in similar form each signed or approved by one or more of the persons aforesaid.

6.2

6.2.1 Any director or other person may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. Resolutions and decisions of the kind

normally made or taken at a physical meeting of the directors or a committee of the directors in accordance with these articles can accordingly be so made or taken in circumstances where none or only some of the directors or other persons is or are physically present with each other. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is.

6.2.2 In determining whether the quorum requirements fixed by or in accordance with these articles are fulfilled as regards the transaction of business at any meeting of the directors or of a committee of the directors, the following shall be counted in the quorum:

- (a) in the case of a resolution approved by a meeting of the directors or of a committee of the directors held by telephone communication, all directors participating in such meeting; and
- (b) in the case of a meeting of the directors or of a committee of the directors, the directors actually present at such meeting and any other director in telephone communication with such meeting.

6.2.3 References in paragraphs (a) and (b) above to a director shall include references to an alternate director who at the relevant time is entitled to receive notice of and to attend a meeting of the directors or, as the case may be, the relevant committee of the directors.

## **7. Additional powers of directors**

7.1 Subject to the provisions of the Act, the directors may at any time, without any sanction or approval given by the members of the Company in general meeting, declare and pay dividends, including interim and final dividends, in accordance with the respective rights of the members. Regulation 103 of Table A shall be modified accordingly. Any two directors for the time being of the Company are hereby appointed as and shall constitute a committee of the directors appointed pursuant to regulation 72 of Table A with full authority to exercise all powers of the directors under these articles to declare and pay dividends.

7.2 Subject to the provisions of the Act, the directors may at any time, without any sanction or approval given by the members of the Company in general meeting, capitalise any sums standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account (in each case whether or not such sum is available for distribution) by appropriating such sum to the holders of ordinary shares registered at a specified date in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of dividend on the ordinary shares and applying such sum on their behalf in paying up in full unissued ordinary shares (or, with the approval of an ordinary resolution of the Company subject to any special rights previously conferred on any shares or class of shares for the time being issued, unissued shares of any other class not being redeemable shares) for allotment credited as fully paid to them in the proportions aforesaid. The directors may do all acts and things considered necessary or expedient to give effect to any such capitalisation and allotment, with full power to the directors to make such provisions as they think fit as

regards fractional entitlements which would arise on the aforesaid basis, including provisions for rounding or ignoring fractional entitlements. The directors may authorise any person to enter on behalf of all the members interested in any such capitalisation and allotment into an agreement with the Company providing for any such capitalisation and allotment and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

## **8. Majority shareholders' rights**

- 8.1 Any person or persons for the time being holding a majority of the ordinary shares of the Company in issue may from time to time by notice to the Company remove from office any or all of the directors and may in like manner appoint any person or persons as a director or directors of the Company. Any such notice shall be in writing and signed by or on behalf of the holder or holders of such majority and shall take effect on and from the time at which it is received at the registered office of the Company or handed to the chairman of any meeting of the directors.
- 8.2 The directors shall have no power pursuant to article 3.3 to refuse to register any duly executed transfer of a fully paid share where such transfer has been approved by notice in writing to the Company signed by or on behalf of any person or persons for the time being holding a majority of the ordinary shares of the Company in issue, and accordingly the directors shall be bound to, and shall, register such a transfer without delay.

## **9. Indemnity**

- 9.1 Subject to the provisions of the Act but without affecting any indemnity to which a director may otherwise be entitled:
- 9.1.1 no director or other officer of the Company shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in consequence of the execution of the duties of his office or in relation thereto; and
- 9.1.2 every director or other officer of the Company shall be indemnified out of the assets of the Company against any losses or liabilities incurred by him:
- (a) in defending any civil or criminal proceedings in which he is acquitted or judgment is given in his favour; and
  - (b) in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company; and
  - (c) in or about the execution of the duties of his office or otherwise in relation thereto.

## **10. Signature by or on behalf of members and service of notices**

- 10.1 In the case of:

- 10.1.1 a member which is a corporation the signature of:

- (a) any director or the secretary of that corporation; or
- (b) any other person authorised in that behalf, either generally or in a particular case, by notice in writing to the Company signed by a director or the secretary of that corporation; and

10.1.2 a share registered in the name of joint holders, the signature of any one of such joint holders,

shall be deemed to be and shall be accepted as the signature of the member or members concerned for all purposes including the signature of any form of proxy, resolution in writing, notice or other document signed or approved pursuant to any provision of these articles.

10.2 Any notice to the Company pursuant to article 5.12, 8.1, 8.2 or 10.1 shall be delivered to or sent by facsimile transmission addressed to the Company at its registered office and marked for the attention of the chairman or the secretary, or handed to the chairman of a general meeting or a meeting of the directors, and shall take effect on and from

10.2.1 the time at which it is received at such office or is handed to the chairman of the relevant meeting, as the case may be; or

10.2.2 if a later time is specified in the notice for that purpose, that later time.