

COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

RECORD OF A DECISION OF THE SOLE MEMBER OF

EUROPEAN CENTRAL COUNTERPARTY LIMITED (THE "COMPANY")

PROVIDED PURSUANT TO SECTION 357(2) OF THE COMPANIES ACT 2006

(DECISION TAKEN ON 21 JULY 2010)

WRITTEN CONSENT OF THE DEPOSITORY TRUST & CLEARING CORPORATION

The undersigned, being the Sole Shareholder of European Central Counterparty Limited ("EuroCCP") does hereby consent to the adoption of the following resolutions and the actions set forth herein:

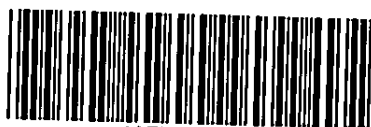
WHEREAS, it is hereby deemed to be advisable and in the best interests of EuroCCP and its shareholder to amend and restate the Articles of Association governing EuroCCP.

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Association shall be amended and restated in the form attached as Exhibit A hereto and that the directors and officers of EuroCCP be and they hereby are authorized and directed to take any and all such further and other action as they or any of them deem necessary or advisable in connection with the foregoing resolution and to execute and deliver, as appropriate, any and all other documents as they or any of them deem appropriate in connection therewith, all with such changes or additions thereto as they or any of them deem necessary or advisable, and to take all such further and other action as they or any of them deem necessary or advisable in connection with the foregoing resolution.

Effective. July 21<sup>st</sup>, 2010

The Depository Trust & Clearing Corporation

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COMPANIES HOUSE

By: William B. Amelt  
Name: William B. Amelt  
Title: President & Chief Operating Officer

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**EXHIBIT A**

**ARTICLES OF ASSOCIATION OF**  
**EUROPEAN CENTRAL COUNTERPARTY LIMITED**

**The Companies Act 1985**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**EUROPEAN CENTRAL COUNTERPARTY LIMITED**

(adopted on 21 July 2010)

**REGULATIONS OF THE COMPANY**

- 1 The articles comprise these Articles and, save insofar as it is modified by these Articles, Table A (which expression means Companies Act 1985, Table A (including the amendments introduced by the Companies (Tables A-F) (Amendment) Regulations 2007) and the Companies Act (Tables A-F) (Amendment) (No 2) Regulations 2007. Unless the context otherwise requires, words and expressions contained in these Articles (which are not otherwise defined in these Articles) bear the same meaning as in the Act (as defined in Table A), but excluding any statutory modifications thereof not in force on the date of adoption of these Articles. Except where expressly provided to the contrary in these Articles, words and expressions defined in Table A bear the same meaning when used in these Articles.
- 1 1 Regulations 6, 8, 24, 54, 59, 60-62 (inclusive), 64-69 (inclusive), 76-79 (inclusive), 87, 89, 93, 100, 111-112 (inclusive), 115 and 118 in Table A do not apply to the company. The definitions of "communication", "electronic communication" and "executed" contained in Regulation 1 in Table A do not apply to the company.

## INTERPRETATION

- 2 In these Articles the following expressions shall have the following meanings unless the context otherwise requires

<b>"Category"</b>	means a category of director as described in article 34,
<b>"Closing Date"</b>	has the meaning given in article 35(g);
<b>"DTCC Representative"</b>	means the Executive Director nominated by DTCC,
<b>"Eligible Government Securities"</b>	means such securities as are specified by the company from time to time,
<b>"Eligible Instruments"</b>	means instruments which may be the subject of contracts cleared through the company,
<b>"Executive Director"</b>	has the meaning given in article 34;
<b>"Margin Amounts or the Guarantee Fund"</b>	means the Margin Amounts or Guarantee Fund operated by the company in accordance with the Rules,
<b>"Participant"</b>	means a person admitted to use of the company's clearing and settlement activities pursuant to the Rules,
<b>"Participant Director"</b>	has the meaning given in article 34;
<b>"Public Interest Director"</b>	has the meaning given in article 34,
<b>"Rules"</b>	means the rules of the company in relation to its clearing and settlement activities for the time being in force,

## SHARE CAPITAL

- 3 The share capital of the company at the date of adoption of these Articles is £100 00 divided into 100 ordinary shares of £1 each and £99,999,900 divided into 9,999,990 ordinary shares of £10 each
4. The rights attached to any existing share shall not (unless otherwise expressly provided by the terms of issue of such shares) be deemed to be varied by the creation or issue of further shares therewith or subsequent thereto
5. The directors shall not without the authority of the company in general meeting or by written resolution allot any of the shares in the capital of the company Where authority has been given to the directors to allot shares in the capital of the company, the directors may, subject to the terms of such authority and subject to any terms on which any shares are

created or issued, allot such shares to such persons (including any directors) at such times and generally on such conditions as they think proper provided that no shares shall be issued at a discount contrary to the Act. In the foregoing sentences of this article, references to allotment of shares shall include references to the grant of any right to subscribe for, or to convert any security into, shares. Where authority has been given to the directors as referred to in this article to grant a right to subscribe for, or to convert any security into, shares the directors may without further authority allot such shares as may require to be allotted pursuant to the exercise of such right.

- 6 Section 561 of the Companies Act 2006 is hereby excluded

#### **SHARE CERTIFICATES**

- 7 *Intentionally left blank*

#### **LIEN**

- 8 The company shall have a first and paramount lien on all the shares registered in the name of any member (whether solely or jointly with others) for all moneys due to the company from him or his estate, whether solely or jointly with any other person (whether a member or not) and whether such moneys are presently payable or not. The company's lien on a share shall extend to all dividends or other moneys payable thereon or in respect thereof. The directors may at any time resolve that any share shall be exempt, wholly or partly, from the provisions of this article.

#### **CALLS ON SHARES**

- 9 The directors may accept from any member the whole or any part of the amount remaining unpaid on any share held by him notwithstanding that no part of that amount has been called up.

#### **TRANSFER OF SHARES**

- 10 No transfer of any share may be registered without the approval of a member or members holding a majority in nominal value of the issued shares for the time being conferring the right to vote at general meetings of the company, and the directors shall be bound to approve a transfer which has such approval.

#### **TRANSMISSION OF SHARES**

11. There shall be inserted at the end of Regulation 31 in Table A the following proviso, namely "provided always that the directors may at any time give notice requiring any such person to elect either to become or to have another person registered as the holder of the share and if the requirements of the notice are not complied with within 90 days the directors may

thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with"

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 12 The Company shall hold an annual general meeting once in each calendar year (in addition to any other meetings in that year)
- 13 In Regulation 41 in Table A there shall be inserted after the words "the directors may determine" the following words, namely "and if at the adjourned meeting such a quorum is not present within half an hour from the time appointed for the meeting, one member present in person or by proxy or (being a corporation) by its duly authorised representative shall be a quorum"
- 14 In Regulation 46, paragraphs (b), (c) and (d) and their contents shall be deleted and replaced with the following words "(b) by any member present in person or by proxy or (being a corporation) by its duly authorised representative,"

#### **VOTES OF MEMBERS**

- 15 Subject to any rights or restrictions as to voting attached to any shares by the terms on which they were issued or by or in accordance with the Articles or otherwise
  - (a) on a vote on a written resolution every member has one vote in respect of each share held by him,
  - (b) on a vote on a resolution on a show of hands at a meeting
    - (i) each member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative has one vote, and
    - (ii) every proxy present who has been duly appointed by a member who is entitled to vote on the resolution has one vote,

provided that no individual who is present at a meeting in more than one capacity shall have more than one vote on a show of hands, and

  - (c) on a vote on a resolution on a poll taken at a meeting each member who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy has one vote for each share held by him
- 16 In Regulation 56 in Table A, the words ", on a poll," that follow the words "and any such receiver, curator bonis or other person may" in the first sentence, are deleted, and the words "instruments of proxy" are replaced by the words "Proxy Notices"

- 17 In Regulation 57 in Table A, the words "at any general meeting or at any separate meeting" shall be deleted and be replaced with the following words "on any resolution of the members or on any separate resolution"
- 18 A proxy need not be a member of the company Subject to the Act, a member may appoint more than one proxy to attend on the same occasion
- 19 The appointment of a proxy must be in writing (a "Proxy Notice") in any usual or common form The directors are entitled to require that a Proxy Notice must be in a particular form and are entitled to require different forms for different purposes
- 20 A Proxy Notice in hard copy form must be signed by the appointing member or his agent duly authorised in writing, or, if the appointing member is a corporation, under its common seal or by a duly authorised agent or officer A Proxy Notice in electronic form must be authenticated in the manner that is specified from time to time by the directors for documents of that type which are sent or supplied in electronic form or (if the directors have not specified their requirements for the authentication of that type of document) in the manner indicated by the Act for documents or information sent or supplied in electronic form
- 21 The company may require evidence of the authority of any agent or officer that signs or authenticates a Proxy Notice on behalf of a member to be submitted with the Proxy Notice If a Proxy Notice is signed or authenticated under a power of attorney or other written authority, the company or any person acting on its behalf may require any written authority under which the appointment has been made, or a copy of that authority certified notanally or in some other way approved by the directors to be submitted with the Proxy Notice.
- 22 If more than one proxy is appointed, the Proxy Notice must specify the shares held by the member in respect of which each proxy is entitled to act on behalf of the appointing member If the company receives more than one appointment of a proxy in respect of the same share or shares, the appointment received last revokes each earlier appointment and the company's decision as to which appointment was received last is final If more than one proxy is appointed by a member, a proxy appointed by that member need not, if he votes, use his votes in the same way as another proxy appointed by that member
- 23 A Proxy Notice and any evidence required by the directors to be supplied with it in accordance with article 21 may be delivered
  - (a) in hard copy form, or
  - (b) if the company agrees (or is deemed by the Act to have agreed), in electronic form, but then only in the type of electronic form that the company has agreed to (or is deemed by the Act to have agreed to)

- 24 A proxy appointment relating to a meeting is only valid if the Proxy Notice and any evidence required to be supplied with it in accordance with article 21 is received
- (a) in the case of documents in hard copy form, into the hand of the chairman of the meeting or at the office or at such other place within the United Kingdom as is specified for the receipt of Proxy Notices in the notice of meeting or in any form of Proxy Notice issued by the company in relation to the meeting, or
  - (b) in the case of documents in electronic form
    - (i) at any address to which the appointment of a proxy may be sent by electronic means pursuant to the Act, or
    - (ii) to any other address specified by or on behalf of the company for the purpose of receiving the appointment of a proxy in electronic form in
      - (1) the notice convening the meeting,
      - (2) any form of Proxy Notice issued by the company in relation to the meeting, or
      - (3) the invitation to appoint a proxy issued by the company in relation to the meeting, and
  - (c) in each case specified in article 24(a) and (b)
    - (i) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the Proxy Notice proposes to vote, or
    - (ii) in the case of a poll taken more than 48 hours after it was demanded, not less than 24 hours before the time appointed for the taking of the poll,

except in the case of documents in hard copy form handed to the chairman pursuant to article 24(a), in which case it is sufficient if they are handed to the chairman of the meeting or adjourned meeting before the commencement of the meeting or adjourned meeting to which they relate
25. In calculating the time periods mentioned in article 24(c), no account will be taken of any part of a day that is not a working day

## MANAGEMENT OF THE COMPANY

- 26 The following matters shall require the prior approval, by ordinary resolution, of the shareholders (unless a special resolution is required pursuant to the provisions of the Act, in which case, a special resolution shall be required)
- (a) the modification of any of the rights attached to any shares in the company or the creation or issue of any shares or the grant or agreement to grant any option over any shares or uncalled capital of the company or the issue of any obligations convertible into shares,
  - (b) the capitalisation or repayment of any amount standing to the credit of any reserve of the company or the redemption or purchase of any shares or securities of the company or any other reorganisation, reduction or variation of the shares or securities of the company,
  - (c) the acquisition by the company of any real property, whether freehold or leasehold or the sale or disposal of any real property, whether freehold or leasehold, or of the whole or any substantial part of the undertaking or the assets of the company,
  - (d) any alteration to the Memorandum or Articles of Association of the company,
  - (e) any material alteration (including cessation) of the present nature of the business of the company or the commencement by the company of any new type of business unconnected with that carried on at the material time,
  - (f) the formation or acquisition or disposal of any subsidiary of the company or any consolidation or amalgamation of any subsidiary of the company with any other company,
  - (g) the acquisition by the company of any shares of any other company or the participation by the company in any partnership or joint venture (save in connection with its clearing and settlement business),
  - (h) other than credit to fund intra-day settlement requirements and/or other settlement obligations in relation to the company's clearing and settlement activities ("**Settlement Credit**"), the entering into or acceptance of any credit facility and, separately, the borrowing of any money (excluding Settlement Credit) resulting in the aggregate borrowings of the company or any subsidiary of the company exceeding £50,000;
  - (i) the giving by the company of any guarantee or indemnity (save in connection with the company's clearing and settlement activities),

- (j) the creation or issue or allowing to come into being of any mortgage or charge upon any part of the property or assets or uncalled capital of the company or the creation or issue of any debenture or debenture stock or the obtaining of any advance or credit in any form other than normal trade credit (but excluding any mortgage or charge over cash or Eligible Government Securities or other assets comprised in Margin Amounts or the Guarantee Fund and excluding cash or Eligible Instruments received from Participants and held by the Company in connection with its clearing and settlement activities),
- (k) the adoption of and amendment to any annual business plan of the company,
- (l) the adoption of and amendment to any annual or interim budget of the company,
- (m) the payment or declaration of any dividend or other distribution on account of shares in its capital,
- (n) the passing of a resolution for the winding up of the company or any of its subsidiaries,
- (o) any change in the accounting reference date or the auditors for the time being of the company, or any change in the accounting policies of the company,
- (p) the making of any one capital commitment in excess of £50,000 by the company not provided for in the annual budget,
- (q) the commencement or settlement of any litigation, arbitration or other proceedings which are material in the context of its clearing and settlement activities,
- (r) the adoption of any bonus or profit-sharing scheme, any share option or share incentive scheme or employee share trust or share ownership plan or retirement benefit scheme, and
- (s) the execution of any material contract or agreement which has not been provided for in the annual budget being, without limitation, a contract which requires or is likely to require payment or expenditure by any party to it of more than £50,000 in any twelve month period

27 References in article 26 to matters relating to the company which shall require approval by ordinary resolution of the shareholders shall include references to the same matter in relation to any subsidiary of the company from time to time. Further the shareholder when granting approval under articles 26 (k) to (m) must act reasonably and take account of the financial reporting requirements of the company as a Recognised Clearing House

28 Regulation 70 in Table A shall be construed in the light of articles 26 and 27 accordingly

#### **DELEGATION OF DIRECTORS' POWERS**

- 29 The following words shall be added at the end of the first sentence of Regulation 72 in Table A, namely "and may also appoint to any such committee persons who are not directors provided that the chairman and a majority of such committee shall be directors"
- 30 The directors shall establish the following committees
- (a) an Audit Committee which shall consist of such directors (not being Executive Directors) as the board of directors determines and will include at least two Public Interest Directors. The Audit Committee shall be chaired by a Public Interest Director and shall meet at least four times annually. The company's auditors shall be invited to attend at all meetings of the Audit Committee and members of the company's management, including the chief executive officer, chief operations officer and the risk manager may also be invited to attend at specified meetings,
  - (b) an Executive Committee which shall consist of the Executive Directors and one or more Participant Directors as determined by the board of directors;
  - (c) a Risk Committee which shall consist of three Participant Directors and at least one Public Interest Director together with the Chief Executive Officer (or in his absence the Chief Operating Officer) of the Company as determined by the board of directors,
  - (d) a Nomination Committee which shall consist of Participant Directors and / or Public Interest Directors and Executive Directors (the majority of which shall be Participant Directors and / or Public Interest Directors ) as determined by the board of directors. Members of the Nomination Committee, to the extent possible, shall not also sit on the Audit Committee, and
  - (e) a Remuneration Committee which shall consist of Participant Directors and / or Public Interest Directors as determined by the board of directors. Members of the Remuneration Committee, to the extent possible, shall not also sit on the Audit Committee,

provided that no act or proceeding of a Committee shall be invalidated by reason of the fact that there is no director of any particular Category holding office at the material time

#### **RETIREMENT, APPOINTMENT AND REMOVAL OF DIRECTORS**

- 31 The company may by ordinary resolution of the members appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director in any Category

- 32 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 of any Category, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the Articles as the maximum number of directors of any Category. A director so appointed shall hold office only until the next following annual general meeting. If not reappointed or deemed to be reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 33 Each Executive Director shall retire at the annual general meeting following his appointment or reappointment, and each Public Interest Director shall retire at the next annual general meeting following his appointment or reappointment. In each case such retirement is without prejudice to the eligibility of the director concerned to be reappointed. If the company, at the meeting at which a director retires, does not fill the vacancy the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 34 At all times when the company is a Recognised Clearing House within the meaning of the Financial Services and Markets Act 2000 (as amended or replaced from time to time) the number of directors shall be not less than six and not more than 15 and the company shall ensure that there shall be appointed as directors at least two individuals in each of the following Categories:
- (a) executive directors, one of whom will be the chief executive officer and the other being the DTCC Representative (the "**Executive Directors**"),
  - (b) non-executive directors (up to a maximum number determined from time to time by the directors) nominated under the procedure conducted by the Nomination Committee in accordance with article 35 to represent the interests of Participants ("**Participant Directors**"), and
  - (c) non-executive directors independent of the management of the company in accordance with the standards of good corporate governance as generally adopted by companies listed on the London Stock Exchange and who are not connected with any shareholder ("**Public Interest Directors**"),
- provided that no act or proceeding of the company or the directors shall be invalidated by reason of the fact that there is no director of any particular Category holding office at the material time.
- 35 Participant Directors shall be selected and appointed as follows:

- (a) the initial Participant Directors shall be appointed by the directors and shall hold office until the second annual general meeting after the company has been granted recognition by the Financial Services Authority as a Recognised Clearing House following these initial appointments the procedure set out in (b) – (i) of this article 35 will apply,
- (b) not less than once in every calendar year commencing in 2009 the Nomination Committee by notice to each Participant will ask Participants to submit suggestions for Participant Directors for consideration by the Nomination Committee,
- (c) within 20 days of the date of such notice, Participants may submit their suggestions by notice in writing to the Nomination Committee,
- (d) within 30 days of the last date for submission of nominations, the Nomination Committee shall compile a list of individuals who are willing to serve and which it proposes to appoint Such list shall comprise no more than one person for each vacancy to be filled and may (but is not required to) include all or any of the persons suggested under (c) above In compiling such list the Nomination Committee shall
  - (1) aim to include individuals who are representative of the Participants as a whole,
  - (2) comply with the requirements of (i) below, and
  - (3) take account of such other factors as the Directors may communicate to the Nomination Committee from time to time

The Nomination Committee shall give notice of the list to all Participants,

- (e) within 10 days of the date of such notice referred to in (d) above, any Participant may submit nominations of further individuals by notice in writing to the Nomination Committee,
- (f) if no nominations are submitted by Participants pursuant to (e) above or nominations are notified to the Nomination Committee after the due date referred to in (e) above the persons named in the list referred to in (d) above will be forthwith deemed to be appointed as Participant Directors,
- (g) if the circumstances in (f) above do not apply, then within 10 days of the last date for submission of nominations under (e) above, the Nomination Committee will compile a final list of individuals nominated (which subject to (i) below shall include those named on the list referred to in (d) above and all those nominated in accordance with (e) above), and shall give notice of that list to all Participants Within 15 days of

such notice, each Participant may vote in writing for any one of the listed nominees by notice to the Nomination Committee in such manner as the Nomination Committee shall decide. Any vote not received by the due date (the "**Closing Date**") or not substantially in the manner laid down by the Nomination Committee shall be invalid. Each Participant will be entitled to cast a number of votes corresponding to the following formula:

- (1) Three (3) votes for each £1.00 (or the equivalent in the currency of deposit) of the average Margin Amounts and Guarantee Fund deposits maintained by the Participant with the company, plus
- (2) Two (2) votes for each £1.00 of the average monthly fee payable or paid by the Participant to the company,

in each case during the 24 month period ending on the last day of the second calendar month prior to the calendar month in which the Closing Date falls. For this purpose any necessary currency conversions shall be calculated on a basis determined by the Nomination Committee and all amounts shall be rounded down to the nearest £1.00. Those nominees who receive the highest number of votes shall be deemed to be forthwith appointed as Participant Directors, up to the maximum number referred to in article 34(b), and so that in the case of a tie, the Chairman of the Nomination Committee shall have a casting vote.

- (h) each Participant Director shall retire with effect from the completion of the foregoing procedure subsequent to his appointment, but each shall be eligible to be reappointed.
- (i) In preparing the lists referred to in (e) and (g) above the Nomination Committee
  - (i) shall not include more than one individual who is an officer, partner or employee of any one Participant (or of an organisation determined by the Nomination Committee to be affiliated to such Participant), and the Nomination Committee may if necessary in its sole discretion select which of two or more such individuals is to be included, and
  - (ii) may, if the Nomination Committee in its sole discretion decides, exclude any individual who is not connected with a Participant, and
  - (iii) may, if the Nomination Committee in its sole discretion decides, exclude any individual who holds office as a Participant Director at the time the procedure in this article is operated and who has previously been reappointed on more than five successive occasions under such procedure).

- (j) the Nomination Committee may make such supplemental regulations as to the foregoing procedures (not being inconsistent therewith) as it may from time to time determine Any notice to be given by or to a Participant under this article 36 shall be given in accordance with the notice provisions in the Rules
- 36 In the event that a Participant terminates its membership or defaults as a Participant any Participant Director representing such Participant shall retire on the earlier of
- (a) the withdrawal of the Participant becoming effective under the Rules, or
  - (b) the appointment of a replacement Participant Director to fill the casual vacancy caused by the withdrawal, such appointment to be filled
    - (i) in accordance with the procedure set out in article 35(b) - (i) above, or
    - (ii) at the election of the Chairman of the Nominations Committees by the directors in accordance with article 35
- 37 For the avoidance of doubt, any Participant Director appointed to fill a casual vacancy in accordance with article 36 shall retire in accordance with article 35(h) above
- 38 For the avoidance of doubt, the provisions of the Act and these Articles relating to meetings do not apply to the procedure in article 35 above and the decision of the Chairman of the Nomination Committee on any question about the operation of such procedure shall be final and binding

#### **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

- 39 In Regulation 81 in Table A there shall be inserted after the word "company" in paragraph (d) the following words, namely " ", provided that such action shall be without prejudice to the terms of and to any rights of the company under any contract between the director and the company"

#### **DIRECTORS' APPOINTMENTS AND INTERESTS**

- 40 In Regulation 84 in Table A there shall be substituted for the words "shall not be subject to retirement by rotation" the following words, namely "shall be subject to the same provisions as to resignation and removal as other directors of the company"

#### **DIRECTORS' AND EMPLOYEES' GRATUITIES AND PENSIONS**

- 41 The directors may
- (a) establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the

company, or of any company which is a subsidiary of the company, or is allied to or associated with the company or with any such subsidiary, or on behalf of persons who are or were at any time in the employment or service of the company or of any such company as aforesaid, or who are or were at any time directors or officers of the company or of any such other company as aforesaid, and to the wives, husbands, widows, widowers, families and dependants of any such persons,

- (b) make payments for or towards policies of assurance on the lives of any such persons and policies of insurance for the benefit of or in respect of any such persons (including insurance against their negligence or breach of duty to the company) as aforesaid,
- (c) pay, subscribe or guarantee money to or for any charitable or benevolent objects, or for any exhibition, or for any political, public, general or useful object, and
- (d) do any of the above things either alone or in conjunction with any such other company as aforesaid

Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the company and to the payment being approved by the company, any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument

#### **PROCEEDINGS OF DIRECTORS**

- 42 In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely "Every director shall be given not less than 24 hours' notice of every meeting of the directors, such notice to be sent to such address as is notified by him to the company for this purpose or otherwise communicated to him personally Any director may by notice to the company either before or after the meeting waive his right to receive notice of the meeting and any director who either

- (a) is present at the commencement of a meeting personally, or
- (b) does not, within seven days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the company that he desires the proceedings at such meeting to be regarded as a nullity,

shall be deemed hereafter to have waived his right to receive notice of such meeting pursuant to this Regulation"

43 Save as otherwise provided in this article 43, the quorum for the transaction of the business of the directors shall be not less than one half of the directors. If a quorum is not present within 30 minutes of the time for which the meeting was called, the meeting shall stand adjourned (if necessary, on two successive occasions) to the same place and time seven days later and at the second such adjourned meeting the directors present shall constitute a quorum. Provided however, that if the chairman of the board of directors considers in good faith that a particular item of business requires to be considered by the board more quickly and that failure to do so would be materially detrimental to the company or to a person for whom the company acts in its capacity as a Recognised Clearing House and so records in the minutes of the meeting the quorum shall be two directors or, if greater, not less than one third of the directors.

44 A meeting of the board of directors may consist of a conference between directors some or all of whom are in different places if each director who participates is able

- (a) to hear each of the other participating directors addressing the meeting, and
- (b) if the director so wishes, to address all of the other participating directors simultaneously,

whether directly, by conference telephone or any other form of communications equipment (whether in use when these Articles are adopted or developed subsequently) or by a combination of these methods. Each director so participating in a meeting is deemed to be "present" at that meeting for the purpose of these Articles. A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum. A 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 chairman of the meeting participates.

45 A resolution in writing of all the directors or all the members of a committee of directors shall be as effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held either

- (a) if it consists of an instrument executed by or on behalf of each such director or committee member, or
- (b) if it consists of several instruments in the like form each either
  - (i) executed by or on behalf of one or more of such directors or committee members, or

- (ii) sent by or on behalf of one or more of such directors or committee members by telex or facsimile transmission and deposited or received at the office or received by the secretary

46 Subject to any requisite declaration of interest in accordance with the provisions of the Act and (if applicable) Regulation 85 in Table A having been made by him a director may vote as a director in regard to any transaction or arrangement in which he is interested, or upon any matter arising therefrom and Regulation 94 in Table A shall be construed subject to this provision

47 In Regulation 97 in Table A

- (a) there shall be inserted after the words "the appointment" the following words, namely. "or the terms of appointment", and
- (b) the following words shall be deleted, namely "and be counted in the quorum" and there shall be inserted after the words "his own appointment" the following words, namely "and shall be counted in the quorum in respect of each resolution including that concerning his own appointment, and Regulation 95 shall be construed subject to this provision"

#### **DIVIDENDS**

48 In Regulation 105 in Table A, the words "general meeting" shall be replaced with the words "resolution of the members"

#### **MINUTES**

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

- (a) of all appointments of officers made by the directors, and
- (b) of all proceedings at meetings of the company, of the holders of any class of shares in the company, of the directors, and of committees of directors, including the names of the persons present at each such meeting

#### **THE SEAL**

50 In Regulation 101 of Table A, there shall be substituted for the first sentence the following sentence, namely "The company need not have a seal but if the company does have a seal, the seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors "

- 51 The company is authorised pursuant to section 49 of the Companies Act 2006 for so long as its objects require or comprise the transaction of business in foreign countries to have an official seal for use in any territory, district, or place elsewhere than in the United Kingdom

#### **NOTICES**

- 52 In these Articles and in Table A (as modified by these Articles), a reference to
- (a) a notice, document or information which is to be sent or supplied to the company being signed or executed, is a reference, where that notice, document or information is in electronic form, to its being authenticated in the manner that is specified from time to time by the board of directors for documents of that type which are sent or supplied in electronic form or (if the board of directors has not specified its requirements for the authentication of that type of document) in the manner indicated by the Act for documents or information sent or supplied in electronic form,
  - (b) an "instrument" means a document in hard copy form, and
  - (c) "writing" includes references to any method of representing or reproducing words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise and "written" has a corresponding meaning.
- 53 Subject to the Articles, any document, information or notice to be sent or supplied by the company under the Articles may (subject to the terms and conditions set out in the Companies Act 2006) be sent or supplied in any way and to any address as the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that act to be sent or supplied by the company Subject to compliance with the conditions set out in the Companies Act 2006, a document, information or notice may be sent or supplied by the company to a member or other person by being made available on a website
- 54 Subject to the Articles, any document, information or notice to be sent or supplied to the company under the Articles may (subject to the terms and conditions set out in the Companies Act 2006) be sent or supplied in any way and to any address as the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that act to be sent or supplied to the company Nothing in these Articles is to be interpreted as constituting a general or specific agreement by the company to the use of a particular form (other than hard copy form) for a particular type of document, information or notice sent to it

- 55 Subject to the Articles, any document, information or notice to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such documents, information or notices for the time being. A director may agree with the company that notices, information or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 56 A document, information or notice (whether in hard copy form or electronic form) which is sent by the company to a member by post is deemed to have been received at the expiration of 24 hours if pre-paid as first class post, and 48 hours if pre-paid as second class post, after it has been posted. In proving service it is sufficient to prove that the envelope containing the notice or document was properly addressed, pre-paid and posted.
- 57 A document, information or notice (whether in hard copy form or electronic form) which is not sent by post or electronic means but is delivered by hand by the company to a member in accordance with these Articles is deemed to have been received on the day it is delivered.
- 58 A document, information or notice sent or supplied by electronic means by the company to a member is deemed to have been received on the same day as it is sent. In proving service it is sufficient to prove that the document or information sent or supplied by electronic means was properly addressed and shown as given in a report or log retained by or on behalf of the company.
- 59 Where a document, information or notice is sent or supplied by the company to a member by means of a website, it is deemed to have been received
- (a) when the material was first made available on the website, or
  - (b) if later, when the intended recipient received (or, in accordance with this article 61, is deemed to have received) notice of the fact that the document or information is available on the website.
- 60 In the case of joint holders of a share, a document, information or notice is validly sent or supplied to all joint holders of a share if it is sent or supplied to the person who is named first in the register of members in respect of the joint holding. Where anything is required by the Act or these Articles to be agreed or specified in relation to a document, information or notice to be sent or supplied to the holder of a share that is held by joint holders, the company is only required to obtain the agreement or specification of the person who is named first in the register of members in respect of the joint holding, and is entitled to rely on that agreement or specification being binding on all joint holders.

## **INDEMNITY**

- 61 Subject to the provisions of the Act, every director, other officer or auditor of the company shall be entitled to be indemnified out of the assets of the company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his duties to the company or otherwise in relation thereto. This article 61 is deemed not to provide for, or entitle any person to, indemnification to the extent that it would cause this article 61 or any element of it to be treated as void under the Act.

## **INSURANCE**

- 62 Without prejudice to article 61 and to the extent permitted by the Act, the directors may purchase and maintain Insurance for the benefit of a person who is or was at any time

- (a) a director, officer or employee of the company or a company (a "Specified Company") which is a subsidiary or in any way allied to or associated with the company or a subsidiary of the company,
- (b) a director, officer, or employee or a predecessor of the business of the company or a Specified Company,
- (c) a trustee of a pension fund in which an employee of the company or a Specified Company is interested

- 63 In article 62, "Insurance" includes, without limitation, insurance against liability incurred by a person referred to in article 62 in respect of an act or omission in the actual or purported execution or discharge of his duties, or in the exercise or purported exercise of his powers, or otherwise in relation to his duties, powers or offices, in relation to the company, a Specified Company or a pension fund referred to in article 62.

## **64 NO PROVISION FOR ALTERNATE DIRECTORS**

The directors are not permitted to appoint any other director or third party to act as an alternate director and in so far as and to the extent that any Regulation in Table A refers to an alternate director, it shall be taken not to apply.