

Company No 6305253

THE COMPANIES ACT 1985
WRITTEN RESOLUTION
OF
CUCINA FINANCE (UK) LIMITED
(the "Company")

11 September 2007

MONDAY



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COMPANIES HOUSE

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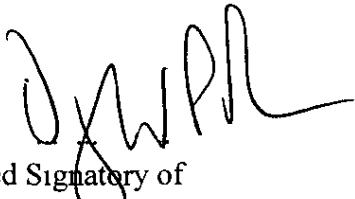
COMPANIES HOUSE

The undersigned, being at the date hereof the sole member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company hereby **RESOLVE** and agree that the following resolution shall take effect as a special resolution pursuant to and in accordance with the Articles of Association of the Company and agree that the said resolution shall for all purposes be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held -

SPECIAL RESOLUTION

THAT

- (i) the authorised share capital of the Company be and is hereby increased from £1000 to £30,000,000 by the creation of 29,999,000 additional ordinary shares of £1 00 each having the rights and being subject to the restrictions attached to the ordinary shares set out in the articles of association of the Company to be adopted pursuant to (IV) below,
- (ii) the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot all of the authorised but unissued shares in the capital of the Company,
- (iii) the Directors be and are hereby generally and unconditionally empowered to allot equity and debt securities of the Company,
- (iv) the Articles of Association attached hereto be and are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association of the Company

A handwritten signature in black ink, appearing to be 'J. W. P. A.', written over the text 'Authorised Signatory of'.

Authorised Signatory of
Cucina Holdings (UK) Limited

Company No

The Companies Act 1985

A PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

of

CUCINA FINANCE (UK) LIMITED

(the “Company”)

REGULATIONS OF THE COMPANY

PRELIMINARY

- 1 The following articles shall be the Articles of Association of the Company and the regulations contained or incorporated in Table A in the Schedule of the Companies (Tables A to F) Regulations 1985 (as amended) are excluded and shall not apply to the Company

INTERPRETATION

- 2 In these Articles -
- 2 1 “**Act**” means the Companies Act 1985, including any statutory modifications thereto or re-enactments thereof for the time being in force,
- 2 2 “**address**”, in relation to an electronic communication, includes any number or address used for the purposes of such communication,
- 2 3 “**clear days**”, in relation to the period of a notice, means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect,

- 2 4 **“electronic communication”** means the same as in the Electronic Communications Act 2000 and, without prejudice to the generality of the foregoing, includes facsimile and e-mail,
- 2 5 **“in writing”** or **“written”** means any non-transient means of representing or copying words or symbols legibly, whether in an electronic communication or otherwise,
- 2 6 **“Office”** means the registered office of the Company for the time being and from time to time,
- 2 7 **“secretary”** means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary, for the time being and from time to time,
- 2 8 **“sent”**, in relation to a notice or other document being sent to or by any person, includes such notice or other document, or a copy of such notice or other document, being sent, given, delivered, issued or made available to, or served on, that person by any method authorised by these Articles, and **“sending”** shall be construed accordingly,
- 2 9 **“Shareholder”** means the member whose name is entered in the register of members as the holder of such shares, and
- 2 10 **“United Kingdom”** means Great Britain and Northern Ireland
- 3 Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but if a particular word or expression has more than one definition in the Act, the definition to be adopted in these Articles is that which has the most general application in the Act

SHARE CAPITAL

- 4 The share capital of the Company is £1,000 divided into 1,000 ordinary shares of £1 each, ranking pari passu in all respects
- 5 Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated, either whilst the Company is a going concern or during or in contemplation of a winding up, only with the consent in writing of the holders of 75 per cent by nominal value of the issued shares of that class (which may be sent by electronic communication to such address for the time being notified for that purpose by the Company) or with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of the shares of that class (and to which general meeting Article 6 shall apply) Without prejudice to the generality of this Article 5, the special rights attached to each class of shares shall be deemed to be varied by -
- 5 1 any variation of the rights attached to any of the shares for the time being in the capital of the Company or any of its subsidiaries, or

- 5 2 the calling of a meeting of the Company to effect or approve any matter which would by virtue of this Article 5 be a variation of the class rights of any of the shares
- 6 To every separate general meeting referred to in Article 5 all the provisions of these Articles relating to general meetings of the Company and to the proceedings at general meetings shall, with the necessary changes, apply except that -
- 6 1 the necessary quorum at any meeting (other than an adjourned meeting) shall be two persons holding or representing by proxy not less than ten per cent in nominal amount of the issued shares of that class,
- 6 2 at an adjourned meeting the necessary quorum shall be one person holding shares of that class or his proxy,
- 6 3 the holders of shares of the relevant class shall on a poll have one vote in respect of every share of that class held by them respectively, and
- 6 4 a poll may be demanded by any one holder of shares of the class whether present in person or by proxy
- 7 In accordance with Section 188 of the Act, the Company has the power to issue share warrants to bearer and, subject to these Articles, to provide for the payment of dividends on the shares included in such warrants
- 8 Subject to the provisions of these Articles, the directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to exercise all powers of the Company to allot relevant securities (as such terms are defined in such Section 80) to such persons and at such times and on such terms as they think proper
- 9 The maximum nominal amount of relevant securities which may be allotted pursuant to the authority contained in Article 8 is all of the authorised but unissued share capital in the Company at the date of adoption of these Articles
- 10 The authority contained in Article 8 shall expire on the fifth anniversary of the adoption of these Articles but may be previously revoked or varied by an ordinary resolution of the Company and the Company may before that expiry date make any offer or agreement which would or might require relevant securities to be allotted after that expiry date and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by Article 8 had not expired
- 11 Sections 89(1) and 90 of the Act shall not apply to the Company
- 12 Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, if there is no relevant resolution or so far as the resolution does not make specific provision, as the directors determine

- 13 The rights attached to any existing shares (unless otherwise expressly provided by the terms of issue of such shares) shall not be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith or subsequent thereto
- 14 Subject to the provisions of the Act, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the member on such terms and in such manner as may be provided by the Articles
- 15 The Company may exercise the powers of paying commissions conferred by the Act Subject to the provisions of the Act, any such commissions may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other
- 16 Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by the Articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the Shareholder or, in the case of a bearer warrant, in the bearer of the warrant

SHARE CERTIFICATES

- 17 Every member, within two months after the allotment, or lodgement of a duly stamped transfer, in his favour of any shares (or within such other period as the terms of issue provide), shall be entitled without payment to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine Every certificate shall be sealed with the seal (if the Company has one) or signed by two directors or by a director and the secretary or otherwise executed in such manner as may be permitted by the Act, and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon The Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them
- 18 If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge and (in the case of defacement or wearing-out) on delivery up of the old certificate

LIEN

- 19 The Company shall have a first and paramount lien on every share (whether fully or partly paid) registered in the name of any member (whether solely or jointly with others) indebted or under liability to the Company for all moneys due to the Company by him or

his estate, whether solely or jointly with any person (whether a member or not), whether such moneys are presently payable or not and whether such moneys are in respect of the shares in question or not. The Company's lien on any share shall extend to all distributions or other moneys and assets attributable to it.

- 20 The Company may sell in such manner as the directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within 14 clear days after notice has been given to the holder of the shares or to the person entitled to them in consequence of the death or bankruptcy of the holder, demanding payment and stating that if the notice is not complied with the shares may be sold.
- 21 To give effect to a sale the directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser. The title of the transferee to the shares shall not be affected by any irregularity in or invalidity of the proceedings in reference to the sale. The transferee shall be registered as the holder of the shares comprised in the transfer (whether the share certificate has been produced or not) and he shall not be bound to see to the application of the purchase consideration.
- 22 The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable, and any residue shall (upon surrender to the Company for cancellation of the certificate for the shares sold and subject to a like lien for any moneys not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares immediately prior to the sale.

CALLS ON SHARES AND FORFEITURE

- 23 Subject to the terms of allotment, the directors may make calls upon the members in respect of any moneys unpaid on their shares (whether in respect of nominal value or premium) and each member shall (subject to being given at least 14 clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of the sum due thereunder, be revoked in whole or part. A person upon whom a call is made shall remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect whereof the call was made.
- 24 A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed.
- 25 The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 26 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.

- 27 If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at the rate fixed by the terms of allotment of the share or in the notice of the call or, if no rate is fixed, at the appropriate rate (as defined by the Act) or, if higher, at the rate of 15 per cent per annum but the directors may waive payment of the interest wholly or in part
- 28 An amount payable in respect of a share on allotment or at any fixed date, whether in respect of nominal value or premium or as an instalment of a call, shall be deemed to be a call and if it is not paid the provisions of these Articles shall apply as if that amount had become due and payable by virtue of a call
- 29 If a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than 14 clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and all expenses incurred by the Company as a result of the non-payment. The notice shall name the place where payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited. The directors may accept the surrender of a share which is liable to be forfeited. In that event, references in these Articles to "forfeiture" include "surrender"
- 30 If the notice is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all distributions or other moneys and assets attributable to the forfeited share and not paid before the forfeiture
- 31 Subject to the provisions of the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the directors determine either to the person who was before the forfeiture the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the directors think fit. Where for the purposes of its disposal a forfeited share is to be transferred to any person the directors may authorise some person to execute an instrument of transfer of the share to that person. The directors may receive the consideration given for the share on its disposal and, if the share is in registered form, may register the transferee as the holder
- 32 A person any of whose shares have been forfeited shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited but shall remain liable to the Company for all moneys which at the date of forfeiture were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those moneys before the forfeiture or, if no interest was so payable, at the appropriate rate (as defined in the Act) or, if higher, at the rate of 15 per cent per annum from the date of forfeiture until payment but the directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or for any consideration received on their disposal

- 33 A statutory declaration by a director or the secretary that a share has been forfeited on a specified date shall be conclusive evidence of the facts stated in it as against all persons claiming to be entitled to the share and the declaration shall (subject to the execution of an instrument of transfer if necessary) constitute a good title to the share and the person to whom the share is disposed of shall not be bound to see to the application of the consideration, if any, nor shall his title to the share be affected by any irregularity in or invalidity of the proceedings in reference to the forfeiture or disposal of the share

TRANSFER OF SHARES

- 34 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and, unless the share is fully paid, by or on behalf of the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members as the holder of it
- 35 Notwithstanding anything contained in these articles, the directors will register and shall not decline to register any transfer of shares and may not suspend registration of such shares where such transfer
- (a) is to the bank or institution or other person to which such shares have been charged by way of security, whether as agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "Secured Institution"), or
 - (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
 - (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other such power under such security
- 36 Notwithstanding anything to the contrary contained in these Articles, no transferor of any share in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them, for consideration or not
- 37 No fee shall be charged for the registration of any instrument of transfer or other document relating to or affecting the title to any share
- 38 The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall (except in the case of fraud) be returned to the person lodging it when notice of the refusal is given

TRANSMISSION OF SHARES

- 39 If a member dies the survivor or survivors where he was a joint holder, and his personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest, but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been solely or jointly held by him
- 40 A person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as the directors may properly require, elect either to become the holder of the share or to have some person nominated by him registered as the transferee. The directors may, by notice given at the registered address of the member, require the person to make his election within 28 clear days of the date of the notice and, if he does not do so, he shall be deemed to have elected to have become the holder of the share. If he elects to become the holder he shall give notice to the Company to that effect. If he elects to have another person registered he shall execute an instrument of transfer of the share to that person. All the Articles relating to the transfer of shares shall apply to the notice or instrument of transfer as if it were an instrument of transfer executed by the member and the death or bankruptcy of the member had not occurred
- 41 A person becoming entitled to a share in consequence of the death or bankruptcy of a member shall (unless and for so long as he fails to comply with a notice requiring him to elect under Article 40) have the rights to which he would be entitled if he were the holder of the share, except that he shall not, before being registered as the holder of the share, be entitled in respect of it to attend or vote at any meeting of the Company or at any separate meeting of the holders of any class of shares in the Company. When a person becomes entitled to a share by transmission, the rights of the holder in relation to it cease. The person entitled by transmission may give a good discharge for dividends and other distributions in respect of the share

ALTERATION OF SHARE CAPITAL

- 42 The Company may by ordinary resolution -
- 42 1 increase its share capital by the creation of new shares of such amount and of such classes as the resolution prescribes,
- 42 2 consolidate and divide all or any of its share capital into shares of larger amount than its existing shares,
- 42 3 subject to the provisions of the Act, subdivide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others, and

- 42 4 cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled
- 43 Whenever as a result of a consolidation of shares any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale
- 44 Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way
- 45 Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and, if it is a private company, make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

GENERAL MEETINGS

- 46 All general meetings other than annual general meetings shall be called extraordinary general meetings
- 47 The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting called or requisitioned in accordance with the foregoing, any director or any member of the Company may call a general meeting

NOTICE OF GENERAL MEETINGS

- 48 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed -
- 48 1 in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and
- 48 2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95 per cent in nominal

value of the shares giving that right (or such lesser percentage as may be permitted by the Act and agreed by the members)

- 49 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the auditors
- 50 The accidental omission to give notice of a meeting, or a notification (where required under the Act or these Articles) in relation to the publication of a notice or other document on a website, to, or the non-receipt of notice of a meeting or such a notification by, any person entitled to receive notice or such a notification shall not invalidate the proceedings at the relevant meeting
- 51 Every notice calling a meeting of the Company shall include, with reasonable prominence, a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not also be a member

PROCEEDINGS AT GENERAL MEETING

- 52 No business shall be transacted at a general meeting unless a quorum is present. 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 member (being a corporation) shall be a quorum provided that, where the Company is a private company limited by shares or by guarantee and having one member, the quorum shall be one person, being the member or a proxy for the member or a duly authorised representative of the member (being a corporation). If and for so long as the Company has only one member that member takes any decision which is otherwise required by these Articles to be taken in general meeting (or in accordance with Article 65) that decision shall be as valid and effective as if agreed by the Company in general meeting or in accordance with Article 65, and any such decision shall be recorded in the minute book of the Company
- 53 If within 15 minutes (or such longer time not exceeding one hour as the chairman of the meeting decides) from the time appointed for the meeting a quorum is not present, or if during the meeting such a quorum ceases to be present, the meeting, if convened on the requisition of the members, shall be dissolved. It shall otherwise stand adjourned to the same day in the next week (or if that is not a business day, to the next following business day) at the same time and place, or to such other day and at such other time and place as the chairman or, failing him, the directors may determine. At least three clear days' notice shall be given to the members specifying the time and place of the adjourned meeting. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting a quorum ceases to be present, the member or members present shall form a quorum
- 54 The chairman, if any, of the board of directors, or a director nominated by the chairman or, in the absence of the chairman or of the director (if any) nominated by the chairman,

- some other director nominated by the directors, shall preside as chairman of the meeting, but if neither the chairman nor such other director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairman and, if there is only one director present and willing to act, he shall be chairman
- 55 If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote may choose one of their number to be chairman
- 56 The persons entitled to attend and speak at general meetings and at separate class meetings are the directors (even if they are not members), the auditors (but their right to speak is limited to business which concerns them as auditors) and any other person invited to do so by the chairman
- 57 The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. At least seven clear days' notice of the adjourned meeting shall be given, specifying the time and place of the adjourned meeting and the general nature of the business to be transacted
- 58 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by -
- 58 1 the chairman,
- 58 2 at least two members having the right to vote at the meeting,
- 58 3 a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, or
- 58 4 a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right
- 59 The instrument appointing a proxy to vote at a meeting of the Company is deemed also to confer authority to demand or join in demanding a poll and a demand by a person as proxy (or, if the member is a corporation, as duly authorised representative) for a member shall be the same as a demand by the member
- 60 Unless a poll is duly demanded and the demand is not withdrawn before the poll is taken, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

- 61 The demand for a poll may, before the poll is taken, be withdrawn and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 62 A poll shall be taken as the chairman directs and he shall appoint scrutineers (who need not be members) if required to do so by the meeting and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 63 When a poll has been demanded it shall be taken immediately
- 64 The chairman of the meeting shall not, in the case of an equality of votes, whether on a show of hands or on a poll, be entitled to exercise any second or casting vote
- 65 A resolution in writing signed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was entitled to be present, and deposited or received at the Office or, if being sent by electronic communication, received at such address for the time being notified for that purpose by the Company, shall be as effective as if it had been passed at a general meeting duly convened and held and may consist of several documents (or electronic communications) in like form each signed by or on behalf of one or more of such members, and it shall be effective (if consisting of only one document or electronic communication signed by or on behalf of each such member) as soon as all such members have signed it or (if consisting of several documents or electronic communications) on and from the time and date of the last duly executed document deposited or received at the Office or received at the address notified for such electronic communications. Resolutions sent by electronic communication need not be signed but will be subject to such authentication and validity procedures as the directors may decide. This Article 65 is in addition to, and not limited by, the provisions in Sections 381A, 381B and 381C of the Act
- 66 A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able to hear each of the other participating members addressing the meeting and to address all of the other participating members simultaneously, whether directly or by conference telephone or by any other form of communications equipment or by a combination of them. A quorum shall be deemed to be present if those conditions are satisfied in respect of at least the minimum number of members specified in Article 52. Participation in a meeting in this manner is treated as presence in person at the meeting and a meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no group is readily identifiable, at the place from where the chairman of the meeting participates

VOTES OF MEMBERS

- 67 Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person, by proxy or by corporate representative shall have one

vote and on a poll every member who is present in person, by proxy or by corporate representative shall have one vote for every share of which he is the holder

- 68 In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members
- 69 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable
- 70 No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him, or exercise any privilege as holder of the share, unless all moneys presently payable by him in respect of calls on that share have been paid
- 71 An objection to the qualification of a voter or to the counting of, or failure to count, a vote may be raised only at the meeting or adjourned meeting at which the vote is tendered Unless an objection is made in due time, every vote counted and not disallowed at the meeting or adjourned meeting is valid and every vote disallowed or not counted is invalid Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive
- 72 On a poll votes may be given either personally or by proxy A member may appoint more than one proxy to attend on the same occasion
- 73 The appointment of a proxy shall be in any usual form or in a form approved by the directors (which may, subject to any limitations or requirements the directors may impose, include by electronic communication) and shall be executed by or on behalf of the appointor (save that if sent by electronic communication the appointment need not be in writing and need not be executed but will be subject to such authentication and validity procedures as the directors may decide) The appointment shall be valid for an adjournment of the meeting and the appointment shall be deemed to confer authority to vote on amendments to resolutions put to the meeting for which the authority is given or at an adjournment, unless in each case the appointment of proxy states otherwise A proxy need not be a member of the Company
- 74 Where it is desired to afford members an opportunity to instruct the proxy how he shall act, the appointment of a proxy shall be in such form which enables the members to

direct how their votes are to be exercised on each of the resolutions comprised in the business of the meeting for which it is to be used

- 75 The appointment of a proxy and the power of attorney or other authority (if any) under which it is executed, or (if approved by the directors) a copy of such power or authority, shall be deposited or received at the Office (or at such other place in the United Kingdom or, if being sent by electronic communication, received at such other address, as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting or in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote, or handed to the chairman of the meeting or adjourned meeting during such meeting or adjourned meeting and, in default, the appointment of proxy shall be invalid. A copy of any power or authority as aforesaid may be sent to the Company by electronic communication but must be in writing
- 76 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was deposited or received at the Office or at such other place (or, if being sent by electronic communication, received at such other address) at which the appointment of proxy was duly deposited or received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded
- 77 If two or more valid but different proxy forms are delivered in relation to the same share, to be used at the same meeting, the one which carries the latest date will be treated as replacing and revoking the other forms in relation to that share. If one or more of the proxy forms is not dated, or if the forms are all dated with the same date, the last form to be received will be treated as replacing and revoking the others in relation to that share. If the Company cannot determine which form was received last, none of the proxy forms will be treated as valid in relation to that share

APPOINTMENT AND REMOVAL OF DIRECTORS

- 78 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one. Whenever the number of directors is one, the sole director shall have authority to exercise all the powers and discretions expressed by these Articles to be vested in the directors generally
- 79 The directors are not subject to retirement by rotation
- 80 No person shall be appointed a director at any general meeting unless -
- 80 1 he is recommended by the directors, or

- 80 2 not less than 14 nor more than 42 clear days before the date appointed for the meeting, notice executed by a member (not being the person proposed) qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed
- 80 3 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 provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with these Articles as the maximum number of directors
- 80 4 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 fixed by or in accordance with the articles as the maximum number of directors
- 81 A person is not disqualified from being a director by having attained any particular age
- 82 The office of a director shall be vacated if -
- 82 1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director,
- 82 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally,
- 82 3 he ceases to hold office as an employee of the Company,
- 82 4 the directors (excluding the director concerned and alternate directors in their capacity as such) resolve that he has either become incapable by reason of mental disorder of carrying out his duties as a director or is engaged in activities inconsistent with those duties,
- 82 5 he resigns his office by notice delivered to or received at the Office or tendered at a meeting of the directors,
- 82 6 a unanimous resolution of all the other directors (excluding alternate directors in their capacity as such) so requires, or
- 82 7 he shall for more than six consecutive months have been absent without permission of the directors from meetings of directors held during that period and his alternate director (if any) does not attend in his place and the directors (excluding the director concerned and alternate directors in their capacity as such) resolve that his office be vacated

ALTERNATE DIRECTORS

- 83 Any director (other than an alternate director) may by notice to the Company signed by him and delivered to the Office or tendered at a meeting of the directors 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 by similar notice remove from office an alternate director so appointed by him
- 84 An alternate director shall, subject to (if he is or is intending to be absent from the United Kingdom) his giving to the Company an address (which may be an address for electronic communication and which may be within the United Kingdom or elsewhere) at which notices may be given to him, be entitled to notice of all meetings of the directors and of committees of directors of which his appointor is a member and (subject as provided in this Article 84) to attend and vote at any such meeting. In the absence of the director appointing him, an alternate director shall be entitled to the same voting rights as his appointor (and an alternate director, in his capacity as such, is not entitled to vote on a resolution on which his appointor is not entitled to vote) and generally to perform all the functions of his appointor as a director in his absence. An alternate director who is also a director or who acts as an alternate director for more than one director shall have one vote for every director represented by him who is absent in addition to his own vote if he is also a director
- 85 An alternate director shall neither be an officer of the Company nor entitled to any remuneration from the Company for acting as an alternate director
- 86 If a director shall cease to hold the office of director for any reason, the appointment of his alternate director shall thereupon automatically cease
- 87 Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him

POWERS OF DIRECTORS

- 88 Subject to the provisions of the Act, the memorandum and these Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article 88 shall not be limited by any special power given to the directors by these Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors
- 89 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers

DELEGATION OF DIRECTORS' POWERS

- 90 The directors may delegate any of their powers to any committee consisting of one or more directors. They may also delegate to any managing director or any director holding any other executive office such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by those of these Articles regulating the proceedings of directors so far as they are capable of applying.

BORROWING POWERS

- 91 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 to grant any mortgage or charge over the whole or any part of its undertaking, property and assets (present and future) and uncalled capital and (subject to Section 80 of the Act and to Article 8 as regards security convertible into shares) to issue debentures, debenture stock and other securities, whether as security for any debt, liability or obligation of the Company or of any third party or otherwise.

REMUNERATION OF DIRECTORS

- 92 The directors shall be entitled to such remuneration for their services as such as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day. A director who has ceased to hold office when the resolution is passed shall, unless it otherwise provides, be entitled to be paid the appropriate proportion of the remuneration voted to the directors for the period during which he held office. Any director who serves on any committee, or who devotes special attention to the business of the Company, or who otherwise performs services which in the opinion of the directors are in addition to or outside the scope of the ordinary duties of a director (which services shall include, without limitation, visiting or residing abroad in connection with the Company's affairs), may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the directors may determine.

DIRECTORS' EXPENSES

- 93 The directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of directors or committees of directors or general meetings or separate meetings of the holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 94 Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of chief executive, managing director or to any other executive office under the Company and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Unless the terms of his appointment provide otherwise or the directors (excluding the director concerned) resolve otherwise any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of contract of service between the director and the Company.
- 95 Subject to a director declaring the nature of any Interest (as such term is defined below) to the directors in accordance with the Act, a director, notwithstanding his office -
- 95 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested, and
- 95 2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested,

(all and each of the matters set out in Articles 95 1 and 95 2 being referred to in this Article 95 as “**Interests**”) and a director shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any Interest and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

DIRECTORS' AND EMPLOYEES' GRATUITIES AND PENSIONS

- 96 The directors may -
- 96 1 establish and maintain, or procure the establishment and maintenance of, any share option or share incentive or profit-sharing schemes or trusts or any non-contributory or contributory pension or superannuation schemes or funds for the benefit of, and may make or give or procure the making or giving of loans, donations, gratuities, pensions, allowances or emoluments (whether in money or money's-worth) to, or to trustees on behalf of, any persons who are or were at any time in the employment or service of the Company, or of any company which is or has been a subsidiary of the Company or allied to or associated with the Company or with any such subsidiary, 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,
- 96 2 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 such other company as aforesaid, or of any such persons as aforesaid,

- 96 3 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,
- 96 4 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
- 96 5 do any of the above either alone or in conjunction with any such other company as aforesaid,

and any director shall be entitled to participate in and retain for his own benefit any such loan, donation, gratuity, pension, allowance or emolument Each provision of this Article 96 shall be subject, 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

PROCEEDINGS OF DIRECTORS

- 97 Subject to the provisions of these 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 Every director shall be, subject to his giving to the secretary an address (which may be an address for electronic communication and which may be within the United Kingdom or elsewhere) at which notices may be given to him, entitled to notice of all meetings of the directors and of committees of directors of which he is a member Questions arising at a meeting shall be decided by a majority of votes In the case of any equality of votes, the chairman shall not have a second or casting vote
- 98 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be two except when there is a sole director in which event he shall constitute a quorum A person who holds office as an alternate director shall, if his appointor is not present, be counted in the quorum but if he is also a director or is an alternate director for more than one director he shall still only be counted as one director in the quorum
- 99 A meeting of the directors or of a committee thereof may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able to hear each of the other participating directors addressing the meeting and to address all of the other participating directors simultaneously, whether directly or by conference telephone or by any other form of communications equipment or by a combination of them A quorum shall be deemed to be present if these conditions are satisfied in respect of the minimum number of directors specified in Article 97 Participation in a meeting in this manner is treated as presence in person at the meeting and a meeting held in this way shall be deemed to take place where the largest group of

participating directors is assembled or, if no group is readily identifiable, at the place from where the chairman of the meeting shall participate

- 100 If within half an hour from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned to the same day in the next week (or if that is not a business day to the next following business day) at the same time and place, and a written notice of the same shall be circulated by the secretary to the directors entitled to notice of the original meeting within 24 hours of the adjournment. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting a quorum ceases to be present, the director or directors present shall form a quorum
- 101 The directors may appoint one of their number to be the 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 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
- 102 All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote
- 103 A resolution in writing signed by or on behalf of all the directors or all the members of a committee of directors who would have been entitled to vote upon it if it had been proposed at a board or committee meeting at which he was entitled to be present, and deposited or received at the Office or, if being sent by electronic communication, received at such address for the time being notified for that purpose by the Company, shall be as effective as if it has been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents (or electronic communications) in like form each signed by or on behalf of one or more directors and it shall be effective (if consisting of only one document or electronic communication signed by or on behalf of each such director) as soon as all such directors have signed it or (if consisting of several documents or electronic communications) on and from the time and date of the last duly executed document (or electronic communication) deposited or received at the Office or received at the address notified for electronic communications. A resolution signed by an alternate director need not also be signed by his appointor and if it is signed by a director who has appointed an alternate director it need not be signed by the alternate director in that capacity. Resolutions sent by electronic communication need not be signed but will be subject to such authentication and validity procedures as the directors may decide

- 104 A director may vote (and shall be counted in the quorum) at a meeting of directors or of a committee of directors on any resolution which concerns or relates to a matter in which he has, directly or indirectly, an interest but he remains obliged to declare his interest in accordance with Section 317 of the Act

SECRETARY

- 105 Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them

MINUTES

- 106 The directors shall cause minutes to be made in books kept for the purpose of all proceedings of general meetings and class meetings and meetings of the directors and committees thereof

EXECUTION OF DOCUMENTS

- 107 The directors shall decide whether the Company shall have a seal and if so shall provide for its safe custody. The seal shall only be used by the authority of the directors or of a committee of the directors authorised by the directors and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose
- 108 The Company is authorised pursuant to Section 39 of the Act 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
- 109 A document signed by a director and the secretary or by two directors and expressed to be executed by the Company has the same effect as if executed under the seal

DIVIDENDS

- 110 Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the directors
- 111 Subject to the provisions of the Act and of these Articles, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividend as well as on shares which confer preferential rights with

regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

- 112 Except as otherwise provided by the rights attached to shares, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid. All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid, but, if any share is issued on terms providing that it shall rank for dividend as from a particular date, that share shall rank for dividend accordingly.
- 113 A general meeting declaring a dividend may, upon the recommendation of the directors, direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.
- 114 Any dividend or other moneys payable in respect of a share may be paid by cheque sent by post at the risk of the person to whom it is sent to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other moneys payable in respect of the share.
- 115 No dividend or other moneys payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share. Unclaimed dividends may be invested or otherwise made use of for the benefit of the Company until claimed.
- 116 Any dividend which has remained unclaimed for 3 years from the date when it became due for payment shall, if the directors so resolve, be forfeited and cease to remain owing by the Company.
- 117 The Company or the directors may fix any date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is declared, paid or made.

ACCOUNTS

- 118 No member shall (as such) have any right of inspecting any accounting records or other books or documents of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company

CAPITALISATION OF PROFITS

- 119 The directors may with the authority of an ordinary resolution of the Company -
- 119 1 subject as hereinafter provided, resolve to capitalise any undistributed profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve or other reserve or fund,
- 119 2 appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other but the share premium account, the capital redemption reserve or other reserve or fund, and any profits which are not available for distribution may, for the purposes of this Article 119, only be applied in paying up unissued shares to be allotted to members credited as fully paid,
- 119 3 make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this Article 119 in fractions, and
- 119 4 authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members

NOTICES

- 120 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the directors) shall be in writing and may be given using electronic communication to such address for the time being notified for that purpose to the person giving the notice
- 121 The Company may send any notice or other document to a member -
- 121 1 personally,

- 121 2 by sending it by post in a prepaid envelope addressed to the member at his registered address,
- 121 3 by leaving it at that address,
- 121 4 (subject to the Act and otherwise as permitted by law and, without prejudice to the generality of the foregoing, except for share certificates) by electronic communication to such address as the member shall have given to the Company for that purpose, or
- 121 5 (subject to the Act and otherwise as permitted by law and, without prejudice to the generality of the foregoing, except for share certificates) by publishing it on a website where -
- (a) the Company and the member have agreed in writing to the member having access to notices and other documents on a website rather than them being otherwise sent to the member,
 - (b) the notice or other document is one to which that agreement applies,
 - (c) the member is notified (in a manner for the time being agreed between the Company and the member for the purpose) of -
 - (i) the publication of the notice or other document on the website,
 - (ii) the address of the website, and
 - (iii) the place on the website where the notice or other document may be accessed and how it may be accessed,

and the notice or other document is published on that website for such period as is required under these articles or the Act (or, if there is no such required period, not less than 21 clear days), provided that, if the notice or other document is only published for part, but not all, of such period it shall be treated as being published throughout such period if the failure to publish throughout such period is wholly attributable to circumstances which it would not be reasonable to have expected the Company to prevent or avoid

- 122 In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders
- 123 A member whose registered address is not within the United Kingdom and who gives to the Company an address either within the United Kingdom or elsewhere (which may be an address for electronic communication) at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company

- 124 A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 125 Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title
- 126 In relation to a notice or other document sent by the Company to a member, proof that -
- 126 1 delivery of such notice or other document by hand was made,
- 126 2 an envelope containing such notice or other document was properly addressed, prepaid and posted, or
- 126 3 such notice or other document, if sent by electronic communication, was properly addressed and sent and an automatically generated notification of delivery was requested by or on behalf of the Company when sending the electronic communication and such notification was received by or on behalf of the Company,
- shall be conclusive evidence that the notice or other document was sent
- 127 A notice or other document shall be deemed to have been sent by the Company to a member -
- 127 1 if served personally or by being left at the registered address of the member, at the time when its receipt is signed for, whether or not the person signing for such receipt has authority so to do,
- 127 2 at the expiration of 48 hours after the envelope containing it was posted, or
- 127 3 at the time at which it was sent by electronic communication (if before 4pm on a business day or otherwise on the next business day), notwithstanding that the Company becomes aware that the member has failed to receive such notice or other document for any reason and notwithstanding that the Company (in its sole discretion) may subsequently re-send such notice or other document by electronic communication and/or send a copy of such notice or other document by post to the registered address of the member
- 128 A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending or delivering it, in any manner authorised by these Articles for the giving of notice to a member, addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt or by any like description at the address (which may be an address for electronic communication), if any, either within the United Kingdom or elsewhere supplied for that purpose by the persons claiming to be so entitled. Until such an address has been supplied, a notice may be given in any manner in which it might have been given if the death or bankruptcy had not occurred

- 129 If share warrants are issued to bearer pursuant to Article 7 the directors may specify such notice provisions in relation to such share warrants as they deem appropriate

WINDING UP

- 130 If the Company is wound up, the liquidator may, with the sanction of an extraordinary resolution of the Company and any other sanction required by applicable legislation, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose and with the like sanction, value any assets and determine how the division shall be carried out as between the members or different classes of members provided that if any distribution is proposed to be made otherwise than in accordance with the existing rights of the members every member shall have the same right of dissent and other ancillary rights as if that resolution were a special resolution passed pursuant to Section 110 of the Insolvency Act 1986 The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the members as he with the like sanction determines, but no member shall be compelled to accept any assets upon which there is a liability

INDEMNITY AND INSURANCE

- 131 Subject to the provisions of the Act and save in the event of fraud, but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company or person acting as an alternate director shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities which he may sustain or incur (otherwise than as a result of his own negligence or default) in or about the performance of his duties as such and against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or where proceedings are withdrawn or settled on terms which do not include a finding or admission of a material breach of duty by him or in which he is acquitted or 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
- 132 Subject to the provisions of the Act, the directors may purchase and maintain insurance at the expense of the Company for the benefit of the directors or other officers or the auditors or alternate directors against liability which attaches to them or loss or expenditure which they incur in relation to anything done or omitted or alleged to have been done or omitted as directors, officers, auditors or alternate directors