

Company No 07699138

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**KENNINGTON DENTAL CARE LIMITED
("Company")**

Written Resolution

**26 October 2012
("Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions

SPECIAL RESOLUTIONS

- 1 That the terms of, and transactions contemplated by, a £23,050,000 facilities agreement made between (1) Southern Dental Limited (2) the Original Borrowers (as defined therein, and including the Company) (3) the Original Guarantors (as defined therein, and including the Company) and (4) Santander UK plc as lender (the "Facilities Agreement"), be and are approved
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, any of the Company's directors be and are hereby empowered, authorised and directed to execute and deliver the Facilities Agreement (and other documents to be delivered pursuant to the Facilities Agreement) for and on behalf of the Company (in such manner and subject to such changes as any director, in his absolute discretion, thinks fit)
- 3 That new articles of association of the Company in the form annexed hereto be adopted in substitution for and to the exclusion of the existing articles of association

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

THURSDAY



A03

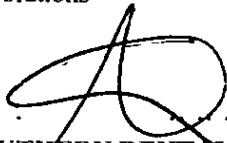
A1LA38JV

08/11/2012

#18

COMPANIES HOUSE

We, being the sole eligible member of the Company, hereby irrevocably agree to the Special Resolutions



SOUTHERN DENTAL LIMITED

Date: 26/10/2012

NOTES:

- 1 If you agree with the resolutions, please indicate your agreement by signing and dating this document where indicated above and delivering the signed copy by hand to any director of the Company. If you do not agree to the resolutions, you do not need to do anything. You will not be deemed to agree to the resolutions if you fail to reply.
- 2 If you agree with the resolutions, please ensure that your agreement reaches us on or before the date which is 28 days from and including the Circulation Date set out above (the "End Date"). If your agreement reaches us after the End Date, it will be ineffective. Further, unless by the end date sufficient agreement has been received for these resolutions to pass, they will lapse.

Company No. 07699138

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES**

ARTICLES OF ASSOCIATION

KENNINGTON DENTAL CARE LIMITED

Stevens & Bolton LLP
Wey House
Farnham Road
GUILDFORD
GU1 4YD

CONTENTS

Page No

1	DEFINITIONS AND INTERPRETATION.....	1
2	LIABILITY OF MEMBERS.....	2
3	DIRECTORS' GENERAL AUTHORITY.....	2
4	SHAREHOLDERS' RESERVE POWER.....	2
5	DIRECTORS MAY DELEGATE.....	2
6	COMMITTEES	3
7	DIRECTORS TO TAKE DECISIONS COLLECTIVELY	3
8	UNANIMOUS DECISIONS	3
9	CALLING A DIRECTORS' MEETING	3
10	PARTICIPATION IN DIRECTORS' MEETINGS.....	4
11	QUORUM FOR DIRECTORS' MEETINGS.....	4
12	CHAIRING OF DIRECTORS' MEETINGS	5
13	CASTING VOTE.....	5
14	CONFLICTS OF INTEREST	5
15	INTERESTS IN PROPOSED OR EXISTING TRANSACTIONS OR ARRANGEMENTS.....	6
16	REMUNERATION AND BENEFITS IN RELATION TO PERMITTED CONFLICTS.....	6
17	RECORDS OF DECISIONS TO BE KEPT	6
18	DIRECTORS' DISCRETION TO MAKE FURTHER RULES.....	6
19	METHODS OF APPOINTING DIRECTORS	6
20	TERMINATION OF DIRECTOR'S APPOINTMENT	7
21	MAJORITY SHAREHOLDER POWER TO APPOINT AND REMOVE DIRECTORS	7
22	DIRECTORS' REMUNERATION	7
23	DIRECTORS' EXPENSES	8
24	ALTERNATE DIRECTORS.....	8
25	RIGHTS AND RESPONSIBILITIES OF ALTERNATE DIRECTORS	8
26	TERMINATION OF ALTERNATE DIRECTORSHIP.....	9
27	SECRETARY.....	9
28	ALLOTMENT OF SHARES.....	9
29	POWERS TO ISSUE DIFFERENT CLASSES OF SHARES	10
30	COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS	10
31	SHARE CERTIFICATES	10
32	REPLACEMENT SHARE CERTIFICATES	10
33	SHARE TRANSFERS.....	11
34	TRANSMISSION OF SHARES.....	11
35	EXERCISE OF TRANSMITTEES' RIGHTS.....	11
36	TRANSMITTEES BOUND BY PRIOR NOTICES.....	11
37	PROCEDURE FOR DECLARING DIVIDENDS.....	11
38	CALCULATION OF DIVIDENDS	12
39	PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS	12

40	DEDUCTIONS FROM DISTRIBUTIONS IN RESPECT OF SUMS OWED TO THE COMPANY	13
41	NO INTEREST ON DISTRIBUTIONS	13
42	UNCLAIMED DISTRIBUTIONS	13
43	NON-CASH DISTRIBUTIONS	14
44	WAIVER OF DISTRIBUTIONS	14
45	AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS	14
46	ATTENDANCE AND SPEAKING AT GENERAL MEETINGS	15
47	QUORUM FOR GENERAL MEETINGS	16
48	CHAIRING GENERAL MEETINGS	16
49	ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS	16
50	ADJOURNMENT	16
51	VOTING - GENERAL	17
52	ERRORS AND DISPUTES	17
53	POLL VOTES	17
54	CONTENT OF PROXY NOTICES	18
55	DELIVERY OF PROXY NOTICES	18
56	AMENDMENTS TO RESOLUTIONS	19
57	MEANS OF COMMUNICATION TO BE USED	19
58	COMPANY SEALS	19
59	NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS	20
60	PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS	20
61	INDEMNITY AND INSURANCE	20

1 DEFINITIONS AND INTERPRETATION

1.1 In these articles, unless expressly stated to the contrary, the following expressions shall have the following meanings

articles	the company's articles of association,
2006 Act	the Companies Act 2006, to the extent in force from time to time, including any statutory modification or re-enactment thereof for the time being in force,
bankruptcy	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,
Companies Acts	as defined in section 2 of the 2006 Act, including any statutory modification or re-enactment thereof for the time being in force,
director	a director of the company, and includes any person occupying the position of director, by whatever name called,
document	includes, unless otherwise specified, any document sent or supplied in electronic form,
electronic form	has the meaning given in section 1168 of the 2006 Act,
eligible director	a director who would be entitled to vote on the matter at a meeting of directors (but excluding any director whose vote is not to be counted in respect of the particular matter),
fully paid	in relation to a share, that the nominal value and any premium to be paid to the company in respect of that share have been paid to the company,
hard copy form	has the meaning given in section 1168 of the 2006 Act,
holder	in relation to shares, the person whose name is entered in the register of members as the holder of the shares,
instrument	a document in hard copy form,
paid	paid or credited as paid,
partly paid	in relation to a share, that part of the share's nominal value or any premium at which it was issued has not been paid to the company,
qualifying person	(a) an individual who is a shareholder, or (b) a person authorised under section 323 of the 2006 Act to act as the representative of a corporation in relation to a meeting, or (c) a person appointed as a proxy of a shareholder in relation to the meeting,
shareholder	a person who is a member of the company as defined in section 112 of the 2006 Act,

shares	shares in the company,
transmittee	a person entitled to a share by reason of the death or bankruptcy of a shareholder, or otherwise by operation of law,
writing	the representation or reproduction of 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

1 2 Words importing the singular number shall include the plural and vice versa, words importing the masculine shall include the feminine and neuter and vice versa and words importing persons shall include bodies corporate unincorporated associations and partnerships

1 3 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act as in force on the date when these articles become binding on the company

2 **LIABILITY OF MEMBERS**

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

3 **DIRECTORS' GENERAL AUTHORITY**

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company

4 **SHAREHOLDERS' RESERVE POWER**

4 1 The shareholders may, by special resolution, direct the directors to take, or refrain from taking, specified action

4 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

5 **DIRECTORS MAY DELEGATE**

5 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles

5 1 1 to such person or committee,

5 1 2 by such means (including by power of attorney),

5 1 3 to such an extent,

5 1 4 in relation to such matters or territories, and

5 1 5 on such terms and conditions

as they think fit

5 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated

- 5 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

6 COMMITTEES

- 6 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
- 6 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them

7 DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 7 1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8
- 7 2 If
- 7 2 1 the company only has one director for the time being, and
- 7 2 2 no provision of the articles requires it to have more than one director
- the general rule does not apply, and the sole director may (for so long as he remains the sole director) take decisions without regard to any of the provisions of the articles, including those determining the quorum for directors' meetings, relating to directors' decision-making, and shall have the authority to exercise all the powers and discretions under these articles expressed to be vested in the directors generally

8 UNANIMOUS DECISIONS

- 8 1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter
- 8 2 Such a decision may take the form of a resolution in writing, where each eligible director has signed one or more copies of it, or to which each eligible director has otherwise indicated agreement in writing
- 8 3 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting

9 CALLING A DIRECTORS' MEETING

- 9 1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice
- 9 2 Notice of any directors' meeting must indicate
- 9 2 1 its proposed date and time,
- 9 2 2 where it is to take place, and
- 9 2 3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting

- 9 3 Notice of a directors' meeting must be given to each director, but need not be in writing
- 9 4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company at any time before or not more than 7 days after the date on which the meeting is held Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it

10 PARTICIPATION IN DIRECTORS' MEETINGS

- 10 1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
- 10 1 1 the meeting has been called and takes place in accordance with the articles, and
- 10 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting
- 10 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other
- 10 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is
- 10 4 Without prejudice to any obligation of a director to disclose his interest in accordance with the Companies Acts, a director may vote at any meeting of the directors or of any committee of the board of directors on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any resolution his vote shall be counted, and in relation to any such meeting as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting This article 10 4 does not apply in relation to any authorisation given pursuant to article 14 1

11 QUORUM FOR DIRECTORS' MEETINGS

- 11 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting
- 11 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two This is subject to article 7 2 in the case of a sole director and subject to article 14 2 in relation to a resolution to authorise a director's conflict pursuant to section 175(4)(b) of the 2006 Act
- 11 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision
- 11 3 1 to appoint further directors, or
- 11 3 2 to call a general meeting so as to enable the shareholders to appoint further directors

12 CHAIRING OF DIRECTORS' MEETINGS

- 12 1 The directors may appoint a director to chair their meetings
- 12 2 The person so appointed for the time being is known as the chairman
- 12 3 The directors may terminate the chairman's appointment at any time
- 12 4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

13 CASTING VOTE

- 13 1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote
- 13 2 But this does not apply if, in accordance with the articles or the Companies Acts, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

14 CONFLICTS OF INTEREST

- 14 1 The directors may authorise, to the fullest extent permitted by law, any matter which would otherwise result in a director breaching his duty under section 175 of the 2006 Act to avoid conflicts of interest
- 14 2 Any authorisation under article 14 1 shall only be effective if the director in question and any other interested director are not counted in the quorum at any board meeting at which such matter is approved and it is agreed to without their voting or would have been agreed to if their votes had not been counted For the purposes of any board meeting (or part of a board meeting) held to consider a resolution to authorise a director's conflict pursuant to article 14 1, if there is only one eligible director in office other than the conflicted director(s), the quorum for such board meeting (or part of that board meeting) shall be one eligible director The provisions of article 10 4 shall not apply to any authorisation given pursuant to article 14 1.
- 14 3 Any authorisation pursuant to article 14 1 may be given subject to such terms and conditions, if any, as the directors may think fit to impose from time to time, whether at the time of authorisation or subsequently and subject always to their right to vary or terminate such authorisation at any time In particular the directors may
 - 14 3 1 require that the director concerned is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the board or otherwise) related to such matter,
 - 14 3 2 provide that the director concerned shall not be required to disclose any confidential information relating to such matter to the company if to make such a disclosure would result in a breach of a duty or obligation of confidence owed by him in relation to that matter, or that office, employment or position,
 - 14 3 3 allow the director concerned to absent himself from meetings of the directors at which anything relating to that matter will or may be discussed, and

14 3 4 allow the director concerned to make such arrangements as that director thinks fit for board and committee papers to be received and read by a professional adviser on behalf of that director

15 INTERESTS IN PROPOSED OR EXISTING TRANSACTIONS OR ARRANGEMENTS

Subject to the provisions of the Companies Acts and provided that he complies with any obligation to declare his interest under the relevant provisions of the Companies Acts (as may be applicable), a director notwithstanding his office

15 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

15 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 holding company or subsidiary of the company or any other body corporate in which the company has an interest

16 REMUNERATION AND BENEFITS IN RELATION TO PERMITTED CONFLICTS

A director shall not, by reason of his office, be accountable to the company for any remuneration, profit or other benefit which he derives from any (i) matter which has been authorised by the directors pursuant to article 14 1 (subject, in any case to any limits or conditions to which such approval was subject), or (ii) transaction or arrangement, office or employment or interest which he is permitted to have or to enter into by virtue of article 15

17 RECORDS OF DECISIONS TO BE KEPT

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

18 DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors

19 METHODS OF APPOINTING DIRECTORS

19 1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director

19 1 1 by ordinary resolution, or

19 1 2 by a decision of the directors

19 2 In any case where, as a result of death, the company has no shareholders and no directors, the personal representatives of the last shareholder to have died have the right, by notice in writing, to appoint a person to be a director

- 19 3 For the purposes of article 19 2 where 2 or more shareholders die in circumstances rendering it uncertain who was the last to die, a younger shareholder is deemed to have survived an older shareholder

20 **TERMINATION OF DIRECTOR'S APPOINTMENT**

- A person ceases to be a director as soon as
- 20 1 that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law,
- 20 2 a bankruptcy order is made against that person,
- 20 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
- 20 4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- 20 5 by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- 20 6 notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

21 **MAJORITY SHAREHOLDER POWER TO APPOINT AND REMOVE DIRECTORS**

A shareholder or shareholders holding a majority in nominal value of the issued ordinary shares for the time being in the company shall have power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by notice in writing signed by the shareholder or shareholders making the same, or in the case of a shareholder being a company signed by one of its directors on its behalf, and shall take effect on and from the date on which the same is left or received at the registered office of the company

22 **DIRECTORS' REMUNERATION**

- 22 1 Directors may undertake any services for the company that the directors decide
- 22 2 Directors are entitled to such remuneration as the directors determine
- 22 2 1 for their services to the company as directors, and
- 22 2 2 for any other service which they undertake for the company
- 22 3 Subject to the articles, a director's remuneration may
- 22 3 1 take any form, and
- 22 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director

- 22 4 Unless the directors decide otherwise, directors' remuneration accrues from day to day
- 22 5 Unless the directors decide otherwise, directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company's subsidiaries or of any other body corporate in which the company is interested

23 **DIRECTORS' EXPENSES**

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at

- 23 1 meetings of directors or committees of directors,
- 23 2 general meetings, or
- 23 3 separate meetings of the holders of any class of shares or of debentures of the company, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

24 **ALTERNATE DIRECTORS**

- 24 1 Any director ("appointor") may appoint as an alternate any other director, or any other person approved by resolution of the directors, to
- 24 1 1 exercise that director's powers, and
- 24 1 2 carry out that director's responsibilities
- in relation to the taking of decisions by the directors, in the absence of the alternate's appointor
- 24 2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors

25 **RIGHTS AND RESPONSIBILITIES OF ALTERNATE DIRECTORS**

- 25 1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor
- 25 2 Except as the articles specify otherwise, alternate directors
- 25 2 1 are deemed for all purposes to be directors,
- 25 2 2 are liable for their own acts and omissions;
- 25 2 3 are subject to the same restrictions as their appointors, and
- 25 2 4 are not deemed to be agents of or for their appointors
- and in particular (without limitation) each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member
- 25 3 A person who is an alternate director but not a director
- 25 3 1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating),

25 3 2 may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate), and

25 3 3 shall not be counted as more than one director for the purposes of articles 25 3 1 and 25 3 2

25 4 A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present

25 5 An alternate director is not entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company

26 **TERMINATION OF ALTERNATE DIRECTORSHIP**

An alternate director's appointment as an alternate terminates

26 1 when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate,

26 2 on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director,

26 3 on the death of the alternate's appointor, or

26 4 when the alternate's appointor's appointment as a director terminates

27 **SECRETARY**

The company shall not be required to have a company secretary. However, the directors may, in their discretion and from time to time, appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement

28 **ALLOTMENT OF SHARES**

28 1 The directors have the powers given by section 550 of the 2006 Act to allot shares in the company, or to grant rights to subscribe for or to convert any security into shares in the company

28 2 In accordance with section 567(1) of the 2006 Act, sections 561 and 562 of the 2006 Act shall not apply to an allotment of equity securities (as defined in section 560(1) of the 2006 Act) by the company

29 POWERS TO ISSUE DIFFERENT CLASSES OF SHARES

- 29 1 Subject to the articles, but without prejudice to the rights attached to any existing share, the company may issue shares with such rights or restrictions as may be determined by ordinary resolution
- 29 2 The company may issue shares which are to be redeemed, or are liable to be redeemed at the option of the company or the holder, and the directors may determine the terms, conditions and manner of redemption of any such shares

30 COMPANY NOT BOUND BY LESS THAN ABSOLUTE INTERESTS

Except as required by law, no person is to be recognised by the company as holding any share upon any trust, and except as otherwise required by law or the articles, the company is not in any way to be bound by or recognise any interest in a share other than the holder's absolute ownership of it and all the rights attaching to it

31 SHARE CERTIFICATES

- 31 1 The company must issue each shareholder, free of charge, with one or more certificates in respect of the shares which that shareholder holds
- 31 2 Every certificate must specify
 - 31 2 1 in respect of how many shares, of what class, it is issued,
 - 31 2 2 the nominal value of those shares,
 - 31 2 3 the amount paid up on them, and
 - 31 2 4 any distinguishing numbers assigned to them
- 31 3 No certificate may be issued in respect of shares of more than one class
- 31 4 If more than one person holds a share, only one certificate may be issued in respect of it
- 31 5 Certificates must
 - 31 5 1 have affixed to them the company's common seal, or
 - 31 5 2 be otherwise executed in accordance with the Companies Acts

32 REPLACEMENT SHARE CERTIFICATES

- 32 1 If a certificate issued in respect of a shareholder's shares is
 - 32 1 1 damaged or defaced, or
 - 32 1 2 said to be lost, stolen or destroyedthat shareholder is entitled to be issued with a replacement certificate in respect of the same shares
- 32 2 A shareholder exercising the right to be issued with such a replacement certificate
 - 32 2 1 may at the same time exercise the right to be issued with a single certificate or separate certificates,
 - 32 2 2 must return the certificate which is to be replaced to the company if it is damaged or defaced, and
 - 32 2 3 must comply with such conditions as to evidence, indemnity and the payment of reasonable expenses as the directors decide

33 SHARE TRANSFERS

- 33 1 Shares may be transferred by means of an instrument of transfer in any usual form or any other form approved by the directors, which is executed by or on behalf of the transferor and, unless the shares are fully paid, the transferee
- 33 2 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share
- 33 3 The company may retain any instrument of transfer which is registered
- 33 4 The transferor remains the holder of a share until the transferee's name is entered in the register of members as holder of it

34 TRANSMISSION OF SHARES

- 34 1 If title to a share passes to a transmittee, the company may only recognise the transmittee as having any title to that share
- 34 2 A transmittee who produces such evidence of entitlement to shares as the directors may properly require
 - 34 2 1 may, subject to the articles, choose either to become the holder of those shares or to have them transferred to another person, and
 - 34 2 2 subject to the articles, and pending any transfer of the shares to another person, has the same rights as the holder had
- 34 3 But transmittees do not have the right to attend or vote at a general meeting, or agree to a proposed written resolution, in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

35 EXERCISE OF TRANSMITTEES' RIGHTS

- 35 1 Transmittees who wish to become the holders of shares to which they have become entitled must notify the company in writing of that wish
- 35 2 If the transmittee wishes to have a share transferred to another person, the transmittee must execute an instrument of transfer in respect of it
- 35 3 Any transfer made or executed under this article is to be treated as if it were made or executed by the person from whom the transmittee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred

36 TRANSMITTEES BOUND BY PRIOR NOTICES

If a notice is given to a shareholder in respect of shares and a transmittee is entitled to those shares, the transmittee is bound by the notice if it was given to the shareholder before the transmittee's name, or the name of any person nominated under article 34 2, has been entered in the register of members

37 PROCEDURE FOR DECLARING DIVIDENDS

- 37 1 The company may by ordinary resolution declare dividends, and the directors may decide to pay interim dividends

- 37 2 A dividend must not be declared unless the directors have made a recommendation as to its amount. Such a dividend must not exceed the amount recommended by the directors.
- 37 3 No dividend may be declared or paid unless it is in accordance with shareholders' respective rights.
- 37 4 Unless the shareholders' resolution to declare or directors' decision to pay a dividend, or the terms on which shares are issued, specify otherwise, it must be paid by reference to each shareholder's holding of shares on the date of the resolution or decision to declare or pay it.
- 37 5 If the company's share capital is divided into different classes, no interim dividend may be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear.
- 37 6 The directors may pay at intervals any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the payment.
- 37 7 If the directors act in good faith, they do 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 shares with deferred or non-preferred rights.

38 CALCULATION OF DIVIDENDS

- 38 1 Except as otherwise provided by the articles or the rights attached to shares, all dividends must be
- 38 1 1 declared and paid according to the amounts paid up on the shares on which the dividend is paid, and
 - 38 1 2 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.
- 38 2 If any share is issued on terms providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly.
- 38 3 For the purposes of calculating dividends, no account is to be taken of any amount which has been paid up on a share in advance of the due date for payment of that amount.

39 PAYMENT OF DIVIDENDS AND OTHER DISTRIBUTIONS

- 39 1 Where a dividend or other sum which is a distribution is payable in respect of a share, it must be paid by one or more of the following means
- 39 1 1 transfer to a bank or building society account specified by the distribution recipient either in writing or as the directors may otherwise decide,
 - 39 1 2 sending a cheque made payable to the distribution recipient by post to the distribution recipient at the distribution recipient's registered address (if the distribution recipient is a holder of the share), or (in any other case) to an address specified by the distribution recipient either in writing or as the directors may otherwise decide,

- 39 1 3 sending a cheque made payable to such person by post to such person at such address as the distribution recipient has specified either in writing or as the directors may otherwise decide, or
- 39 1 4 any other means of payment as the directors agree with the distribution recipient either in writing or by such other means as the directors decide
- 39 2 In the articles, “the distribution recipient” means, in respect of a share in respect of which a dividend or other sum is payable
 - 39 2 1 the holder of the share, or
 - 39 2 2 if the share has two or more joint holders, whichever of them is named first in the register of members, or
 - 39 2 3 if the holder is no longer entitled to the share by reason of death or bankruptcy, or otherwise by operation of law, the transmittee

40 DEDUCTIONS FROM DISTRIBUTIONS IN RESPECT OF SUMS OWED TO THE COMPANY

- 40 1 If
 - 40 1 1 a share is subject to the company’s lien, and
 - 40 1 2 the directors are entitled to issue a lien enforcement notice in respect of itthey may, instead of issuing a lien enforcement notice, deduct from any dividend or other sum payable in respect of the share any sum of money which is payable to the company in respect of that share to the extent that they are entitled to require payment under a lien enforcement notice
- 40 2 Money so deducted must be used to pay any of the sums payable in respect of that share
- 40 3 The company must notify the distribution recipient in writing of
 - 40 3 1 the fact and amount of any such deduction,
 - 40 3 2 any non-payment of a dividend or other sum payable in respect of a share resulting from any such deduction, and
 - 40 3 3 how the money deducted has been applied

41 NO INTEREST ON DISTRIBUTIONS

- The company may not pay interest on any dividend or other sum payable in respect of a share unless otherwise provided by
- 41 1 the terms on which the share was issued, or
 - 41 2 the provisions of another agreement between the holder of that share and the company

42 UNCLAIMED DISTRIBUTIONS

- 42 1 All dividends or other sums which are
 - 42 1 1 payable in respect of shares, and
 - 42 1 2 unclaimed after having been declared or become payablemay be invested or otherwise made use of by the directors for the benefit of the company until claimed

- 42 2 The payment of any such dividend or other sum into a separate account does not make the company a trustee in respect of it
- 42 3 If
- 42 3 1 twelve years have passed from the date on which a dividend or other sum became due for payment, and
- 42 3 2 the distribution recipient has not claimed it
- the distribution recipient is no longer entitled to that dividend or other sum and it ceases to remain owing by the company

43 **NON-CASH DISTRIBUTIONS**

- 43 1 Subject to the terms of issue of the share in question, the company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of a share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company)
- 43 2 For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution
- 43 2 1 fixing the value of any assets,
- 43 2 2 paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients, and
- 43 2 3 vesting any assets in trustees

44 **WAIVER OF DISTRIBUTIONS**

- Distribution recipients may waive their entitlement to a dividend or other distribution payable in respect of a share by giving the company notice in writing to that effect, but if
- 44 1 the share has more than one holder, or
- 44 2 more than one person is entitled to the share, whether by reason of the death or bankruptcy of one or more joint holders, or otherwise
- the notice is not effective unless it is expressed to be given, and signed, by all the holders or persons otherwise entitled to the share

45 **AUTHORITY TO CAPITALISE AND APPROPRIATION OF CAPITALISED SUMS**

- 45 1 Subject to the articles, the directors may, if they are so authorised by an ordinary resolution
- 45 1 1 decide to capitalise any profits of the company (whether or not they are available for distribution) which are not required for paying a preferential dividend, or any sum standing to the credit of the company's share premium account or capital redemption reserve, and

- 45 1 2 appropriate any sum which they so decide to capitalise (a “capitalised sum”) to the persons who would have been entitled to it if it were distributed by way of dividend (the “persons entitled”) and in the same proportions
- 45 2 Capitalised sums must be applied
- 45 2 1 on behalf of the persons entitled, and
- 45 2 2 in the same proportions as a dividend would have been distributed to them
- 45 3 Any capitalised sum may be applied in paying up new shares of a nominal amount equal to the capitalised sum which are then allotted credited as fully paid to the persons entitled or as they may direct
- 45 4 A capitalised sum which was appropriated from profits available for distribution may be applied
- 45 4 1 in or towards paying up any amounts unpaid on existing shares held by the persons entitled, or
- 45 4 2 in paying up new debentures of the company which are then allotted credited as fully paid to the persons entitled or as they may direct
- 45 5 Subject to the articles the directors may
- 45 5 1 apply capitalised sums in accordance with articles 45 3 and 45 4 partly in one way and partly in another,
- 45 5 2 make such arrangements as they think fit to deal with shares or debentures becoming distributable in fractions under this article (including the issuing of fractional certificates or the making of cash payments), and
- 45 5 3 authorise any person to enter into an agreement with the company on behalf of all the persons entitled which is binding on them in respect of the allotment of shares and debentures to them under this article

46 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 46 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 46 2 A person is able to exercise the right to vote at a general meeting when
- 46 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 46 2 2 that person’s vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 46 3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 46 4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other
- 46 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

47 QUORUM FOR GENERAL MEETINGS

- 47 1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum at the time when the meeting proceeds to business
- 47 2 Where, for the time being, the company has only one member, one qualifying person present at a meeting is a quorum. Otherwise two qualifying persons present at a meeting are a quorum unless
- 47 2 1 each is a qualifying person only because he is authorised under section 323 of the 2006 Act to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation, or
- 47 2 2 each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member

48 CHAIRING GENERAL MEETINGS

- 48 1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so
- 48 2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start
- 48 2 1 the directors present, or
- 48 2 2 (if no directors are present), the meeting must appoint a director or shareholder to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
- 48 3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting"

49 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-SHAREHOLDERS

- 49 1 Directors may attend and speak at general meetings, whether or not they are shareholders
- 49 2 The chairman of the meeting may permit other persons who are not
- 49 2 1 shareholders of the company, or
- 49 2 2 otherwise entitled to exercise the rights of shareholders in relation to general meetings, to attend and speak at a general meeting

50 ADJOURNMENT

- 50 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it
- 50 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

- 50 2 1 the meeting consents to an adjournment, or
- 50 2 2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner
- 50 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 50 4 When adjourning a general meeting, the chairman of the meeting must
 - 50 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 50 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 50 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
 - 50 5 1 to the same persons to whom notice of the company's general meetings is required to be given, and
 - 50 5 2 containing the same information which such notice is required to contain
- 50 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

51 **VOTING - GENERAL**

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

52 **ERRORS AND DISPUTES**

- 52 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 52 2 Any such objection must be referred to the chairman of the meeting, whose decision is final

53 **POLL VOTES**

- 53 1 A poll on a resolution may be demanded
 - 53 1 1 in advance of the general meeting where it is to be put to the vote, or
 - 53 1 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 53 2 A poll may be demanded by
 - 53 2 1 the chairman of the meeting,
 - 53 2 2 the directors,
 - 53 2 3 two or more persons having the right to vote on the resolution, or
 - 53 2 4 a person or persons representing not less than one tenth of the total voting rights of all the shareholders having the right to vote on the resolution
- 53 3 A demand for a poll may be withdrawn if

53 3 1 the poll has not yet been taken, and

53 3 2 the chairman of the meeting consents to the withdrawal

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made

53 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

54 **CONTENT OF PROXY NOTICES**

54 1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

54 1 1 states the name and address of the shareholder appointing the proxy,

54 1 2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,

54 1 3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and

54 1 4 is delivered to the company in accordance with the articles 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 (provided that in calculating such period no account shall be taken of any part of a day that is not a working day) and in accordance with any instructions contained in the notice of the general meeting to which they relate

and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting

54 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

54 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

54 4 Unless a proxy notice indicates otherwise, it must be treated as

54 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

54 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

55 **DELIVERY OF PROXY NOTICES**

55 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person

55 2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given

55 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

- 55 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

56 **AMENDMENTS TO RESOLUTIONS**

- 56 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- 56 1 1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- 56 1 2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 56 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
- 56 2 1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 56 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 56 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution

57 **MEANS OF COMMUNICATION TO BE USED**

- 57 1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the 2006 Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company
- 57 2 Subject to the articles, any notice or document 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 notices or documents for the time being
- 57 3 A director may agree with the company that notices 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

58 **COMPANY SEALS**

- 58 1 Any common seal may only be used by the authority of the directors
- 58 2 The directors may decide by what means and in what form any common seal is to be used
- 58 3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

- 58 4 For the purposes of this article, an authorised person is
- 58 4 1 any director of the company,
 - 58 4 2 the company secretary (if any), or
 - 58 4 3 any person authorised by the directors for the purpose of signing documents to which the common seal is applied

59 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a shareholder

60 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary

61 INDEMNITY AND INSURANCE

- 61 1 Subject to the provisions of the Companies Acts but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the company (other than any person, whether an officer or not, engaged by the company as auditor) shall be indemnified and kept indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the company
- 61 2 Without prejudice to any indemnity to which a director may otherwise be entitled (including, for the avoidance of doubt, any indemnity under or pursuant to these articles), the directors shall, to the extent permitted by the Companies Acts, have the power to grant, on such terms as they see fit, to any director or other officer of the company, an indemnity or indemnities out of the assets of the company in respect of any liability incurred by him as such, and to amend, vary or extend the terms of such indemnity so granted, again on such terms as the directors see fit
- 61 3 The directors shall have the power to purchase and maintain indemnity insurance for any director, as contemplated by section 233 of the 2006 Act
- 61 4 Subject to the Companies Acts, the directors shall have the power to make a loan to any director or otherwise do anything to enable a director to avoid incurring expenditure in defending himself in an investigation by a regulatory authority, or against action proposed to be taken by a regulatory authority, or in any criminal or civil proceedings or in connection with any application under sections 661(3) or 1157 of the 2006 Act

61 5 This article shall not be deemed to provide for, or entitle any such person to, indemnification to the extent that it would cause this article, or any element of it, to be treated as void under the Companies Acts