

COMPANY NUMBER: 08317558

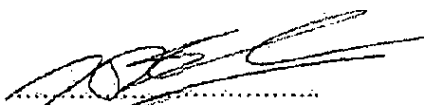
XBRIDGE HOLDINGS LIMITED
(the "Company")

**SPECIAL RESOLUTION PASSED BY WRITTEN RESOLUTION OF THE COMPANY ON 11
SEPTEMBER 2017**

The following special resolution was duly passed by the members of the Company on 11 September 2017 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006:

SPECIAL RESOLUTION

"THAT pursuant to section 21 of the Companies Act 2006, the draft articles of association attached to this written resolution be adopted as the articles of association of the Company in substitution for, and the exclusion of, the existing articles of association of the Company".


.....
Director

1376911.01-LONSRO1A



The Companies Act 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

XBRIDGE HOLDINGS LIMITED

(the "Company")

Registered number 08317558

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Part 1

Interpretation and Limitation of Liability

1 Defined terms

In the Articles, unless the context requires otherwise--

"Articles" means the Company's Articles of Association;

"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;

"Chairman" has the meaning given in Article 11(2);

"Chairman of the meeting" has the meaning given in Article 35(2);

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

"Conflicted Director" has the meaning given in Article 13;

"Director" means a Director of the Company, and includes any person occupying the position of Director, by whatever name called;

"Distribution Recipient" means, in respect of a Share in respect of which a dividend or other sum is payable

- (a) the holder of the Share; or
- (b) if the Share has two or more joint holders, whichever of them is named first in the register of members; or
- (c) if the holder is no longer entitled to the Share by reason of transfer or otherwise by operation of law, the transferee

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"eligible Director" has the meaning given in Article 7(3);

"fully paid" in relation to a Share, means 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 Companies Act 2006;

"holder" in relation to Shares means the person whose name is entered in the register of members as the holder of the Shares;

"instrument" means a document in hard copy form;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"paid" means paid or credited as paid;

"parent undertaking" has the meaning given in section 1162 of the Companies Act 2006

"participate", in relation to a Directors' meeting, has the meaning given in Article 9;

"proxy notice" has the meaning given in Article 41(1);

"Regulator" means the Financial Conduct Authority or any successor authority;

"Relevant Company" has the meaning given in Article 49(2);

"Shareholder" means a person who is the holder of a Share;

"Shares" means Shares in the Company;

"special resolution" has the meaning given in section 283 of the Companies Act 2006;

"subsidiary undertaking" has the meaning given in section 1162 of the Companies Act 2006;

"transmittee" means a person entitled to a Share by reason of transfer or otherwise by operation of law; and

"writing" means 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.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

2 Liability of holders

The liability of the holders is limited to the amount, if any, unpaid on the Shares held by them.

Part 2

Directors

Directors' Powers and Responsibilities

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 Directors may delegate

(1) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles--

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(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.

(3) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

5 Committees

(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.

(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.

Decision-Making by Directors

6 Directors to take decisions collectively

- (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.
- (2) If—
 - (a) the Company only has one Director for the time being, and
 - (b) no provision of the Articles requires it to have more than one Director,the general rule does not apply, and the Director may (for so long as he remains the sole Director) take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making.

7 Unanimous decisions

- (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.
- (2) A unanimous decision of eligible Directors 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.
- (3) In these Articles, the term "**eligible Director**" means 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).
- (4) If notice of a Directors' meeting is not received by any Director due to no fault of the Director giving such notice, the validity of the meeting shall not be affected, and the validity of any business conducted at such meeting shall not be affected provided that such matters were approved by a majority of Directors who attended that meeting.
- (5) 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.

8 Calling a Directors' meeting

- (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.
- (2) Notice of any Directors' meeting must indicate—
 - (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) 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.
- (3) Subject to paragraph 5 below, notice of a Directors' meeting must be given to each Director, but need not be in writing.
- (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 not more than 14 days after the date on which the meeting is held. Where such notice is given before or (as the case may be) after the meeting has been held, the validity of the meeting, or of any business conducted at it shall not be affected.
- (5) If notice of a Directors' meeting is not received by any Director due to no fault of the Director giving such notice, the validity of the meeting shall not be affected, and the

validity of any business conducted at such meeting shall not be affected provided that such matters were approved by a majority of Directors who attended that meeting.

9 Participation in Directors' meetings

- (1) Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when--
 - (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (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.
- (3) If all the Directors participating in a meeting are not in the same place, such a meeting shall be deemed to take place when the largest group of Directors is assessed, as if there is no such group where the Chairman of the Directors then is or determines.

10 Quorum for Directors' meetings

- (1) At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- (2) The quorum for a Directors' meeting shall be at least two eligible Directors (as defined in Article 7(3) above). Notwithstanding the previous sentence, whenever there is only one Director appointed, a sole Director shall form a quorum. For the purposes of any meeting (or part of a meeting) held pursuant to Article 13 to authorise a Director's conflict, if there is only one eligible Director in office other than the Conflicted Director(s), the quorum for such meeting (or part of a meeting) shall be one eligible Director.
- (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--
 - (a) to appoint further Directors, or
 - (b) to call a general meeting so as to enable the Shareholders to appoint further Directors.

11 Chairing of Directors' meetings

- (1) The Directors may appoint a Director to chair their meetings.
- (2) The person so appointed for the time being is known as the "Chairman".
- (3) The Directors may terminate the Chairman's appointment at any time.

12 Alternative Chairman

- (1) 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 Directors' Interests

- (1) If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested (a ("Conflicted Director"), that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

- (2) But if paragraph (3) applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when—
 - (a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
 - (b) the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this Article, the following are permitted causes—
 - (a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for shares or other securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such shares or securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- (5) For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any Director other than the Chairman is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

14 Records of decisions to be kept

- (1) 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.

15 Directors' discretion to make further rules

- (1) 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.

Appointment of Directors

16 Methods of appointing Directors

- (1) Subject to obtaining any necessary consent of the Regulator, 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 (either to fill a vacancy or as an additional Director)--
 - (a) by ordinary resolution, or

- (b) by a decision of the Directors.

17 Termination of Director's appointment

A person ceases to be a Director as soon as--

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) 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;
- (e) 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; and

18 Directors' remuneration

- (1) Directors may undertake any services for the Company that the Directors decide.
- (2) Directors are entitled to such remuneration as the Directors determine--
 - (a) for their services to the Company as Directors, and
 - (b) for any other service which they undertake for the Company.
- (3) Subject to the Articles, a Director's remuneration may--
 - (a) take any form, and
 - (b) 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.
- (4) Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.
- (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.

19 Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at--

- (a) meetings of Directors or committees of Directors,
- (b) general meetings, or
- (c) 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.

Part 3

Shares and Distributions

20 All Shares to be fully paid up

- (1) No Share is to be issued for less than the aggregate of its nominal value and any premium to be paid to the Company in consideration for its issue.
- (2) This does not apply to Shares taken on the formation of the Company by the subscribers to the Company's memorandum.

21 Powers to issue different classes of Share

- (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.
- (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.

22 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.

23 Share certificates

- (1) The Company must issue each Shareholder, free of charge, with one or more certificates in respect of the Shares which that Shareholder holds.
- (2) Every certificate must specify--
 - (a) in respect of how many Shares, of what class, it is issued;
 - (b) the nominal value of those Shares;
 - (c) that the Shares are fully paid; and
 - (d) any distinguishing numbers assigned to them.
- (3) No certificate may be issued in respect of Shares of more than one class.
- (4) If more than one person holds a Share, only one certificate may be issued in respect of it.
- (5) Certificates must--
 - (a) have affixed to them the Company's common seal, or
 - (b) be otherwise executed in accordance with the Companies Acts.

24 Replacement Share certificates

- (1) If a certificate issued in respect of a Shareholder's Shares is--
 - (a) damaged or defaced, or
 - (b) said to be lost, stolen or destroyed,that Shareholder is entitled to be issued with a replacement certificate in respect of the same Shares.
- (2) A Shareholder exercising the right to be issued with such a replacement certificate--
 - (a) may at the same time exercise the right to be issued with a single certificate or separate certificates;
 - (b) must return the certificate which is to be replaced to the Company if it is damaged or defaced; and

- (c) must comply with such conditions as to evidence, indemnity and the payment of a reasonable fee as the Directors decide.

25 Share transfers

- (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 Share is fully paid, the transferee.
- (2) No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any Share.
- (3) The Company may retain any instrument of transfer which is registered.
- (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.
- (5) The Directors may refuse to register the transfer of a Share, and if they do so, the instrument of transfer must be returned to the transferee with the notice of refusal unless they suspect that the proposed transfer may be fraudulent.
- (6) The Company must observe the applicable procedures in section 771 of the Companies Act 2006 in relation to any refusal to register the transfer of any Share.

26 Transmission of Shares

- (1) If title to a Share passes to a transferee, the Company may only recognise the transferee as having any title to that Share.
- (2) A transferee who produces such evidence of entitlement to Shares as the Directors may properly require--
 - (a) may, subject to the Articles, choose either to become the holder of those Shares or to have them transferred to another person, and
 - (b) subject to the Articles, and pending any transfer of the Shares to another person, has the same rights as the holder had.
- (3) But transferees 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.

27 Exercise of transferees' rights

- (1) Transferees who wish to become the holders of Shares to which they have become entitled must notify the Company in writing of that wish.
- (2) If the transferee wishes to have a Share transferred to another person, the transferee must execute an instrument of transfer in respect of it.
- (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 transferee has derived rights in respect of the Share, and as if the event which gave rise to the transmission had not occurred.

28 Transferees bound by prior notices

If a notice is given to a Shareholder in respect of Shares and a transferee is entitled to those Shares, the transferee is bound by the notice if it was given to the Shareholder before the transferee's name has been entered in the register of members.

Without prejudice to section 550 of the Companies Act 2006, any offer or agreement made by the Directors in respect of any Shares in the Company, which is made prior to the expiration of the Directors' authority (to exercise any power of the Company to offer, allot or otherwise dispose of any Shares in the Company (or grant any right to subscribe for Shares or to convert

any security into Shares in the Company), to such persons, at such times and generally on such terms and conditions as they think proper (in so far as the Company by ordinary resolution has not varied, renewed or revoked the said authority)) and which is in all other respects within the terms of such authority, shall be authorised to be made, notwithstanding that such offer or agreement would or might require relevant Shares to be allotted after the expiration of such authority and, accordingly, the Directors may at any time allot any relevant Shares in pursuance of such offer or agreement.

Dividends and Other Distributions

29 Procedure for declaring dividends

- (1) The Company may by ordinary resolution declare dividends, and the Directors may decide to pay interim dividends.
- (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.
- (3) No dividend may be declared or paid unless it is in accordance with Shareholders' respective rights.
- (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.
- (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 arrears.
- (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.
- (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.

30 Non-cash distributions

- (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).
- (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--
 - (a) fixing the value of any assets;
 - (b) paying cash to any Distribution Recipient on the basis of that value in order to adjust the rights of recipients; and
 - (c) vesting any assets in trustees.

31 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--

- (a) the Share has more than one holder; or

- (b) 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.

Capitalisation of Profits

32 Authority to capitalise and appropriation of capitalised sums

- (1) Subject to the Articles, the Directors may, if they are so authorised by an ordinary resolution--
 - (a) 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
 - (b) 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.
- (2) Capitalised sums must be applied--
 - (a) on behalf of the persons entitled, and
 - (b) in the same proportions as a dividend would have been distributed to them.
- (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.
- (4) A capitalised sum which was appropriated from profits available for distribution may be applied 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.
- (5) Subject to the Articles the Directors may--
 - (a) apply capitalised sums in accordance with paragraphs (3) and (4) partly in one way and partly in another;
 - (b) make such arrangements as they think fit to deal with Shares debentures becoming distributable in fractions under this Article (including the issuing of fractional certificates or the making of cash payments); and
 - (c) 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.

Part 4

Decision-Making by Shareholders

Organisation of General Meetings

33 Attendance and speaking at general meetings

- (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.
- (2) A person is able to exercise the right to vote at a general meeting when--
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

- (b) 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.
 - (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.
 - (4) In determining attendance at a general meeting, it is immaterial whether any two or more holders attending it are in the same place as each other.
 - (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.
- 34 Quorum for general meetings
- 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.
- 35 Chairing general meetings
- (1) If the Directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so,
 - (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--
 - (a) the Directors present, or
 - (b) (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.
 - (3) The person chairing a meeting in accordance with this Article is referred to as "**the Chairman of the meeting**".
- 36 Attendance and speaking by Directors and non-Shareholders
- (1) Directors may attend and speak at general meetings, whether or not they are Shareholders.
 - (2) The Chairman of the meeting may permit other persons who are not--
 - (a) Shareholders of the Company, or
 - (b) otherwise entitled to exercise the rights of Shareholders in relation to general meetings,to attend and speak at a general meeting.
- 37 Adjournment
- (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.
 - (2) The Chairman of the meeting may adjourn a general meeting at which a quorum is present if--
 - (a) the meeting consents to an adjournment, or
 - (b) 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.

- (3) The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the Chairman of the meeting must--
 - (a) 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
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (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)-
 - (a) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (b) containing the same information which such notice is required to contain.
- (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.

Voting at General Meetings

38 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.

39 Errors and disputes

- (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.
- (2) Any such objection must be referred to the Chairman of the meeting, whose decision is final.

40 Poll votes

- (1) A poll on a resolution may be demanded--
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) 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.
- (2) A poll may be demanded by--
 - (a) the Chairman of the meeting;
 - (b) the Directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) 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.
- (3) A demand for a poll may be withdrawn if--
 - (a) the poll has not yet been taken, and
 - (b) the Chairman of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such manner as the Chairman of the meeting directs.

41 Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which--
 - (a) states the name and address of the Shareholder appointing the proxy;
 - (b) identifies the person appointed to be that Shareholder's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Shareholder appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as--
 - (a) 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
 - (b) 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.

42 Delivery of proxy notices

- (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.
- (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.
- (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.
- (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.

43 Amendments to resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if--
 - (a) 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
 - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if--
 - (a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and

- (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (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.

Part 5

Administrative Arrangements

44 Means of communication to be used

- (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 Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company, save that:
 - (a) where the document or other information is delivered by hand, and the sender of the document or other information is able to show that it was properly addressed, it is deemed to have been received by the intended recipient when it was given or left at the appropriate address; and
 - (b) where the document or other information is sent or supplied by electronic means and the sender of the document or other information is able to show that it was properly addressed, it is deemed to have been received by the intended recipient one hour after it was sent or supplied,provided that for the purposes of this Article 44, no account shall be taken of any part of a day that is not a working day.
- (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.
- (3) Subject to paragraph 1 above, 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.

45 Company seals

- (1) Any common seal may only be used by the authority of the Directors.
- (2) The Directors may decide by what means and in what form any common seal is to be used.
- (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.
- (4) For the purposes of this Article, an authorised person is--
 - (a) any Director of the Company;
 - (b) the Company secretary (if any); or
 - (c) any person authorised by the Directors for the purpose of signing documents to which the common seal is applied.

46 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.

47 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 subsidiary undertakings or parent undertakings (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 undertaking or parent undertaking.

48 Indemnity

Subject to the provisions of, and so far as may be permitted by and consistent with, any statute for the time being in force concerning companies and affecting the Company and subject as mentioned below, every Director and officer of the Company shall be indemnified by the Company out of its own funds against (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in his capacity as a Director or officer of the Company to the extent permitted by any of sections 233, 234 or 235 of the Companies Act 2006 and (b) any liability incurred by or attaching to him in the execution and/or discharge of his duties and/or the exercise of his powers, whenever arising whether during office as a Director or officer or after he ceased to be a Director or officer in respect of acts or omissions while he was a Director or officer. Such indemnity shall not, however, extend to any liability incurred by or attaching to a Director or officer as a result of his own fraud or willful default, and shall not extend to any personal liability, which was incurred in a capacity other than the performance of duties and/or exercise of the powers of a Director or officer. Where a Director or officer is indemnified against any liability in accordance with this Article 48, such indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him in relation thereto.

49 Insurance

- (1) Without prejudice to Article 54, the Directors shall have power to purchase and maintain insurance for or for the benefit of (i) any person who is or was at any time a Director or officer of any Relevant Company (as defined in Article 49(2)), or (ii) any person who is or was at any time a trustee of any pension fund or employees' Share scheme in which employees of any Relevant Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by or attaching to him in respect of any act or omission in the actual or purported execution and/or discharge of his duties and/or in the exercise or purported exercise of his powers and/or otherwise in relation to his duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' Share scheme (and all costs, charges, losses, expenses and liabilities incurred by him in relation thereto).
- (2) For the purpose of this Article 49, "**Relevant Company**" shall mean the Company, any holding company of the Company or any other body, whether or not incorporated, in which the Company or such holding company or any of the predecessors of the Company or of such holding company has or had any interest whether direct or indirect or which is in any way allied to or associated with the Company, or any subsidiary undertaking or parent undertaking of the Company or of such other body.

50 Secretary

The Directors may 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, in each case by a decision of the Directors.

51 Borrowing Powers

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, or any part thereof, and, subject to sections 549, 551 and 559 of the Companies Act 2006, to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.