

The Companies Act, 1985

COMPANY LIMITED BY SHARES

M E M O R A N D U M

As amended by Special Resolution passed on 21st March, 1984

A N D

A R T I C L E S   O F   A S S O C I A T I O N

As adopted by Special Resolution passed on 22nd November, 1989

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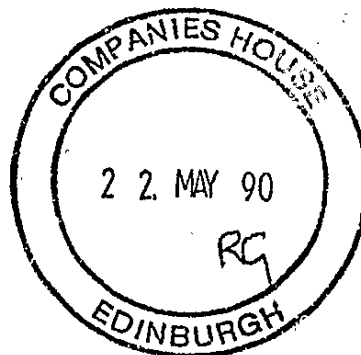
RDL CONTRACTING LIMITED

(formerly REDPATH DORMAN LONG (CONTRACTING) LIMITED)

(formerly REDPATH DORMAN LONG LIMITED)

(formerly REDPATH BROWN & CO LIMITED)

Incorporated the 15th day of October 1896



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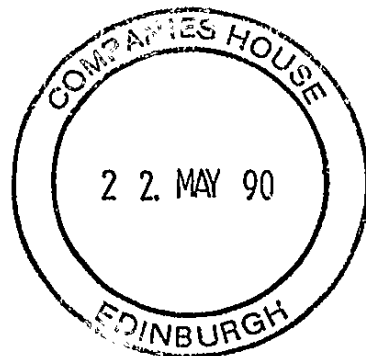
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COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

RDL CONTRACTING LIMITED

(formerly REDPATH DORMAN LONG (CONTRACTING) LIMITED)  
(formerly REDPATH DORMAN YOUNG LIMITED)  
(formerly REDPATH BROWN & COMPANY LIMITED)

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I. The name of the Company is  
"RDL CONTRACTING LIMITED".

Altered by Special Resolution  
passed on 21st August 1978.

II. The Registered Office of the  
Company shall be situated in Scotland.

III. The objects for which the Company  
is established are:-

- (1) To carry on the business of  
constructional engineers and  
to enter into contracts in  
relation to, and to erect,  
construct, maintain; alter,  
repair, pull down and  
restore, either alone or  
jointly with any other  
companies or persons, works  
of all descriptions,  
including bridges, wharves,  
docks, piers, railways,  
tramways, roads, canals,  
reservoirs, wells and  
aqueducts, watercourses,  
warehouses, factories, mills,  
offices, engines, machinery,  
railway carriages and wagons,  
ships and vessels of every  
description, gas works,  
electric works, water works,  
drainage and sewage works,  
and buildings of every  
description.

Altered by Special Resolution  
passed on 26th May 1967.

- (2) To carry on the business or  
businesses of mechanical,  
consulting, civil and general  
engineers, gas, petrol,  
electrical, light and power,  
and hydraulic engineers, mill  
furnishers, manufacturers of,  
agents for, dealers in,  
repairers of and

Altered by Special Resolution  
passed on 26th May 1967.

brokers for girders, boilers, economisers, stokers, combustion apparatus, furnaces, ovens, and all other fuel-burning and heating devices of all kinds, forced draught appliances and all other kinds of machinery, tools and implements, metal and metal goods, patented and other articles the subject of any special rights, iron, steel, copper, brass, lead, tin and metal of all kinds, steel makers, forgers and converters, machinists, welders, blade and spring makers, manufacturers of and merchants and dealers in aeroplanes, airships, seaplanes and aircraft of every description, aeronautical and submersible machines, wireless telegraphy and telephony, turbine and other engines of every kind, generators, condensers and accessories, motors, converters, switchboards, and other electrical plant of every description, motor cars, vehicles, motor body builders, wood workers, crane makers, timber merchants, screw and nail makers, tube, pipe, rail and bar manufacturers and rollers, blacksmiths, ironsmiths, whitesmiths, wheelwrights, millwrights, plumbers, metallurgists, galvanisers, japanners, annealers, enamellers, iron-mongers, tanners, glass manufacturers, builders and contractors, hardware merchants, tanners, curriers, fell-mongers, leather manufacturers and leather and grindery factors, gunsmiths, agricultural tool and implement makers, packing case makers, builders, painters, electro and silver platers, braziers and hydraulic tool makers, scientific instrument makers, printers and merchants and dealers in all kinds of commodities and products of any such businesses as aforesaid or connected with the conduct of the same, and also to carry on any other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the above, or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.

- (3) To act as agents, and to buy and sell all materials useful or necessary in carrying on, or in connection with the business of the Company.

- (4) To establish branches and appoint agents to assist in the conduct or extension of the said business, and to regulate and discontinue the same.
- (5) To acquire by purchase, licence, or otherwise, and to exercise and use patent rights or protection in any part of the world for any invention, and to disclaim, alter, or modify such patent rights or protection; and also to acquire, use, and register trade marks in relation to any business for the time being carried on by the Company.
- (6) To obtain protection for, or to patent in any part of the world, any improvements in machinery or apparatus, to exercise and use such protection or patent, and to disclaim, alter, or modify the same.
- (7) To grant licences to exercise and use any patents belonging to the Company, and that for such royalties or considerations as may be agreed on with the licencees.
- (8) To acquire or establish and carry on any other business or trade which the Company may consider desirable to be carried on in connection with their said business of Iron, Metal, and Steel Merchants, Girder and Boiler Manufacturers, Engineers and Furnishers, whether of the same or of a different character from that hitherto carried on by the said Redpath, Brown & Co., or the said The Stirling Boiler Manufacturing Company Limited.
- (9) To acquire by absolute title, lease, or otherwise, and hold, let and use Lands, Heritages, and other real Property, and rights in Lands and Heritages and real Property, and any Railways, Tramways, Water-Rights, Harbours, Piers, Dams, Watercourses, Telephones, Telegraphs, and any other works and buildings necessary or convenient for the purposes of the Company; and to construct, erect, maintain, extend, alter, or repair any Works, Machinery, Buildings, Roads, Railways, Bridges, Tramways, Harbours, Piers, Dams, Watercourses, Telephones, Telegraphs, and other Works and Conveniences; as also to enter into traffic agreements with railway and other carrying companies.
- (10) To sell all or any of the property or effects of the Company; to let or hire all or any part thereof; to feu out or constitute ground annuals upon all or any part of the real estate of the Company;

as also to erect, maintain, or alter buildings thereon or any nature whatsoever, and to hold, let, use, or sell the same.

- (11) To take and hold any property and effects, heritable or moveable, real or personal, whether acquired in security or absolutely, either in name of the Company itself, or in the name of a Trustee or Trustees, who may be either individuals or corporations; and the title of the Trustee or Trustees may or may not disclose that they hold in trust; also to carry on any business which the Company is authorised to carry on, in name of a Trustee or Trustees as aforesaid, and that whether or not it be disclosed that such Trustee or Trustees are acting in that capacity.
- (12) To enter into charter-parties for the carriage of goods, or for the hire of steamships or other vessels of any class or description.
- (13) To draw, make, accept, endorse, and execute, and to discount, and sell promissory notes, bills of exchange, bills of lading, and other negotiable instruments.
- (14) To advance money by way of loan or otherwise, with or without security, to any company, society, or individual, and to allow time for the repayment of any such loan; and to grant guarantees for the payment of any sum or sums of money, or the performance of any contract or obligation by any company, society, or individual.
- (15) To receive and take money on deposit at interest or otherwise.
- (16) To borrow or raise or secure the payment of money in such manner and upon such terms as the Company may think fit, and to enter into any guarantee, contract of indemnity or suretyship whether by personal covenant or otherwise, and in particular but without limiting the generality of the foregoing to guarantee the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, firm authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, (within the meaning of Section

As altered by Special Resolution passed on 21st March 1984.

154 of the Companies Act, 1948, or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company, and to give any indemnity against or in respect of or in relation to any contract, obligation, debt or liability or any nature whatsoever which may be entered into or owing or incurred by any such person, firm, authority or company as aforesaid including in particular but without limiting the generality of the foregoing any contract, obligation, debt or liability entered into or owing or incurred by any company which is (within the meaning of the said Section 154 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of such holding company, or entered into with or owing to or in favour of any customer of or person dealing in any way with any such company as aforesaid, or entered into or incurred at the request of or for the benefit of, or in connection with the activities of, any such company as aforesaid, and for any of the purposes aforesaid to mortgage or charge the undertaking and all or any part of the property and assets of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

- (17) To buy or acquire the business, property, or undertaking of any other company, or partnership, or individual carrying on any business which the Company may legally carry on, and to pay for such business, property, or undertaking, in cash, or in shares, stock or debentures of the Company, or partly in each of such modes.
- (18) To sell, dispose of, or transfer the business, property, and undertaking of the Company, or any branch or part thereof, in consideration of payment in cash, or in shares or stock, or in debentures or other securities of any other Company, or partly in each of such modes of payment, or for such other consideration as may be deemed proper, and to distribute the price howsoever paid or satisfied among the members in or towards satisfaction of their interest in the assets of the Company.
- (19) To promote any other Company for the purpose of carrying on any business which the Company is authorised to carry on, or for acquiring all or any of the property,

rights, and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

- (20) To pay for any property or rights acquired by the Company, either in cash or shares, with or without preferred or deferred rights, in respect of dividend, or repayment of capital, or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Directors may approve.
- (21) To make gifts or grant bonuses to persons in the employment of the Company, and to provide for the welfare of persons in the employment of the Company, or formerly in their employment, or in that of their predecessors in business, and the widows and children of such persons, and others dependent upon them, by granting money or pensions, or otherwise, as the Company shall think fit; and to give or make any donations, subscriptions, or other payments to any person or persons, or public, trade, charitable, educational, or other institutions or objects.
- (22) To remunerate the servants of the Company and others out of, or in proportion to, the returns or profits of the Company, or otherwise as the Company may think fit.
- (23) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital or any shares, stock or securities of and to subsidise or otherwise assist any such company.
- (24) To amalgamate with any other Company in the United Kingdom established for objects similar to any of those for which the Company is established; and to take by subscription, purchase, or otherwise, and hold shares or stock in or debentures or other securities of any Company, Society, or undertaking having any object of a like nature with any of those of the Company, or such as may be deemed likely to advance in any way the interests of the Company.

As altered by Special Resolution passed on 21st March 1984.



- (25) To apply for, obtain, or acquire, Acts of Parliament, provisional orders, concessions, grants, powers, or covenants, from or with governments, the Board of Trade, or municipal or other authorities, or persons; or to subscribe to the expense of obtaining the same, either in the name of the Company, or otherwise, as may be thought expedient; and to oppose any proceedings in Parliament, or elsewhere, which may seem directly or indirectly calculated to affect the Company's interest prejudicially; as also to support any such proceedings which may seem directly or indirectly calculated to benefit the Company's interests.
- (26) To increase the capital of the Company, and to determine what preference or priority, if any, the holders of new shares, or any of them, are to have over existing shareholders, or what preference or priority, if any, holders of existing shares are to have over new shares; and also to reduce the capital, and to subdivide or consolidate the shares.
- (27) To register or procure the Company to be registered in any foreign country, or in any colony or dependency of the United Kingdom or elsewhere.
- (28) To establish a register of shareholders in any colony or country in which the Company carries on business, or for which it has patent rights, and to take such steps as may be necessary to give the Company the same rights and privileges in any colony or country, as are possessed by local companies or partnerships of a similar nature.
- (29) To use any sum which may be set aside as a reserve fund as working capital, or in any other way the Company may deem right or suitable; or to invest the same or other funds of the Company on real or heritable securities in the United Kingdom, or in the public funds or securities of the United Kingdom, or of India, or of any British Colony or Dependency, or of the United States of America, or in the mortgages, debentures, bonds, deposit receipts, debenture stock, funded debt, or other security, or preference or ordinary shares or stocks of any railway or other public company or corporation, municipality, or public body in the United Kingdom, or any British Colony or Dependency, or in the United States of America.
- (30) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company", save where used in reference to this Company in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere.

The objects set forth in any sub-clause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except when the context expressly so requires, be in any way limited to or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the company shall have full power to exercise all or any of the powers and to achieve or to endeavour to achieve all or any of the objects conferred by and provided in any one or more of the said sub-clauses.

IV. The liability of the members is limited.

\*V. The Capital of the Company is One hundred thousand pounds sterling, divided into Ten thousand shares of Ten pounds each, with power to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, or special rights, privileges, or conditions as may be determined by or in accordance with the regulations of the Company.

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\*Note.-Various Resolutions have been passed increasing and subdividing the capital of the Company which on 15th May 1968 was £1,750,000 divided into 1,750,000 Ordinary Shares of £1 each.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
HOLBROOK GASKELL, Jr., Clayton Lodge, Aigburth, Liverpool. Justice of the Peace.	One
ERIC MACKAY CARTER, 33 Waterloo Street, Birmingham. Chartered Accountant.	One
JOHN COWAN, 6 Salisbury Road, Edinburgh. Iron Merchant.	One
JAMES BAIRD, 13 South St. Andrew Street, Edinburgh. Bookkeeper.	One
WALTER RIDOUT WILLS, 18 Wemyss Road, Blackheath, London, S.E. Engineer.	One
ALEXR. B. YOUNG, 13 South St. Andrew Street, Edinburgh. Cashier.	One
ALEXANDER SIMPSON, 63 Albert Street, Edinburgh. Clerk.	One

Dated the fourteenth day of October Eighteen  
hundred and ninety-six.

Witness to the Signature of the above named and designed  
Holbrook Gaskell:-

WILLIAM H. JENKINS,  
5 Alma Road, Aigburth, Liverpool,  
Gardener.

Witness to the Signature of the above named and designed  
Eric Mackay Carter:-

MARY GERTRUDE TARBOLTON,  
2 Wellington Road, Harborne,  
Staffordshire.  
Widow.

Witness to the Signatures of the above named and  
designed John Cowan, James Baird, Alexr. B. Young,  
and Alexander Simpson:-

J.F. FAIRWEATHER, S.S.C.,  
46 George Street, Edinburgh.

Witness to the Signature of the above named and designed  
Walter Ridout Wills:-

ALFRED WILLS,  
21 Leadenhall Street, London, E.C.  
Solicitor.

THE COMPANIES ACT, 1985

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

- of -

RDL CONTRACTING LIMITED

(formerly REDPATH DORMAN LONG (CONTRACTING) LIMITED)

(formerly REDPATH DORMAN LONG LIMITED)

(formerly REDPATH BROWN & CO LIMITED)

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(As adopted by Special Resolution passed  
on the 22nd day of November 1989)

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PRELIMINARY

1. In these Articles :-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985).

"Subsidiary" has the meaning as defined in Section 736 of the Act save that in sub-clause 1(a)(ii) of that Section there shall be substituted for the words "more than half in" the words "the whole of the".

"Holding Company" has the meaning as defined in the said Section 736 of the Act.

"Group Company" means any company which in relation to the Company is a Subsidiary, its Holding Company or a Subsidiary of its Holding Company.

(B) The regulations contained in Table A save insofar as they are excluded or varied hereby, and the regulations hereinafter contained shall constitute the regulations of the Company.

(C) Regulations 24, 62, 64, to 69 (inclusive), 81, 84, 93, to 97 (inclusive), 115 and 118 of Table A shall not apply to the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

3. In Regulation 3 of Table A the words "as may be provided by the articles" shall be deleted and the words "as the company before the issue of the shares may by special resolution determine" shall be substituted therefor.

#### SHARES

4. (A) Subject as otherwise provided in the Act or in these Articles the Shares shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons and in such manner as they think fit.
- (B) The provisions of Section 89(1) of the Act shall not apply to the Company.

#### TRANSFER OF SHARES

5. The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share.

6. The Company shall be entitled to destroy:-

- (i) any instrument of transfer which has been registered, at any time after the expiration of six years from the date of registration thereof;
- (ii) any dividend mandate or any variation or cancellation thereof or any notification of change of address, at any time after the expiration of two years from the date of recording thereof;
- (iii) any share certificate which has been cancelled, at any time after the expiration of one year from the date of such cancellation; and
- (iv) any other document on the basis of which any entry in the Register is made, at any time after the expiration of six years from the date an entry in the Register was first made in respect of it;

and it shall conclusively be presumed in favour of the Company that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered, that every share certificate so destroyed was a valid certificate duly and properly cancelled and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:-

- (A) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to any claim;
- (B) nothing contained in this Article shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (A) above are not fulfilled; and
- (C) references in this Article to the destruction of any document include references to its disposal in any manner.

#### NOTICE OF MEETINGS

7. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

## PROCEEDINGS AT GENERAL MEETINGS

8. In accordance with Regulation 40 of Table A no business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
9. With respect to any such resolution in writing as is referred to in Regulation 53 of Table A:-
  - (1) in the case of joint holders of a share the signature of any one of such joint holders shall be sufficient for the purposes of Regulation 53;
  - (12) In the case of a corporation which holds a share, the signature of any Director or the Secretary thereof shall be sufficient for the purposes of Regulation 53.

## VOTES OF MEMBERS

10. A proxy shall be entitled to vote on a show of hands and Regulation 54 of Table A shall be modified accordingly.
11. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (unless deposited at the registered office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll) shall be produced at the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or on the taking of a poll, and in default the instrument of proxy shall not be treated as valid.

## CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

12. Any one of the Directors or the Secretary for the time being of any corporation which is a member of the Company, or any other person appointed by resolution of the Directors or other governing body of such corporation, may (subject to the Articles of Association of that corporation) act as its representative at any meeting of the Company or any class of members of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Any one of the Directors or the Secretary for the time being of the Company or any other person appointed by resolution of the Directors may act as its representative at any meeting of any corporation of which the Company is a member or of any class of members of such corporation and the person so authorised shall be entitled to exercise the same powers on behalf of the Company as the Company could exercise if it were an individual member of that corporation.

## DIRECTORS

13. The number of Directors shall not be less than two.
14. A Director shall not be required to hold any qualification shares in the Company.
15. Regulations 65 to 69 (inclusive) of Table A shall not apply to the Company. Accordingly the last sentence of Regulation 68 and of Regulation 69 of Table A shall be deleted.
16. A Director of the Company may be or become a Director or other officer or otherwise interested in the Holding Company of the Company or any other Company promoted by the Holding Company or in which the Holding Company may be interested and Regulation 85 of Table A shall be extended accordingly.

## BORROWING POWERS

17. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue and create mortgages, charges, memoranda of deposit, 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 subject to the provisions of Section 80 of the Act.

## POWERS AND DUTIES OF DIRECTORS

18. Save as by the next following Article otherwise provided, a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting, but this Article shall not apply to any of the following matters, namely:-
- (A) any arrangement for giving to him any guarantee, security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Company or any of its subsidiaries; or
  - (B) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company, or any of its subsidiaries for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
  - (C) any contract by him to subscribe for or underwrite shares or debentures of the Company or any of its subsidiaries; or
  - (D) any contract or arrangement with any other company in which he is interested only as a shareholder in or beneficially interested in shares or securities of that company and such shares or securities have a listing on The Stock Exchange or any other recognised stock exchange; or
  - (E) any such scheme or fund as is referred to in Article 26 hereof which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates; or
  - (F) any contract or arrangement with a Group Company.

The provisions of this Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction, by ordinary resolution of the Company, and any particular contract, arrangement or transaction carried out in contravention of this Article may be ratified by ordinary resolution of the Company.

19. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the Directors resolve to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned are considered or varied, and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof.



## APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

20. Without prejudice to the powers of the Company under Section 303 of the Act to remove a Director by ordinary resolution or the powers of the Directors to appoint any person to be a Director pursuant to Regulation 79 of Table A, the holder or holders for the time being of more than one-half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors either as additional Directors or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a company signed on its behalf by one of its Directors or its Secretary and shall take effect upon lodgment at the registered office of the Company, or such date later than such lodgment as may be specified in the instrument.
21. The office of a Director shall be vacated;-
- (A) if by notice in writing to the Company he resigns the office of Director;
  - (B) if he becomes bankrupt or enters into any arrangement or composition with his creditors generally;
  - (C) if he ceases to be a Director by virtue of any provision of the Act or if he is prohibited from being a Director by an order made under any provision of the Act or by any other law;
  - (D) If he becomes of unsound mind;
  - (E) if he is removed from his office under Article 20 hereof;
22. Unless and until otherwise determined by the Company by ordinary resolution, either generally or in any particular case, no Director shall vacate or be required to vacate his office as a Director on or by reason of his attaining or having attained the age of seventy, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as a Director notwithstanding that he has attained the age of seventy, and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

## MANAGING DIRECTOR

23. The Directors may from time to time appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of any Managing Director shall be automatically determined if he ceases from any cause to be a Director.

## ROTATION OF DIRECTORS

24. The Directors shall not be liable to retire by rotation, and accordingly Regulations 73 to 77 (inclusive) and 80 of Table A shall not apply to the company; in Regulation 78 of Table A the words "and may also determine the rotation in which any additional directors are to retire" shall be deleted; and in Regulation 79 of Table A the second and the third sentences thereof shall be deleted.

25. A resolution in writing signed by all the Directors or by all the Directors for the time being entitled to receive notice of a meeting of the Directors or committee of Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors or committee of Directors (as the case may be) duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.
26. The Directors may establish and maintain or join with any Group Company in procuring or otherwise procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, pension allowances, gratuities, emoluments and bonuses to Directors, ex-Directors, officers, ex-officers and any persons who are or were at any time in the employment or service of the Company or any Group Company and the wives, widows, families, dependants of any such persons, and also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any Group Company, or or any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for any charitable or benevolent object or for any exhibition, or for any public, general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such company as aforesaid. Subject always, if the Statutes in force for the time being in relation to companies shall so require, to any particulars with respect to the proposed payment being disclosed to the members of the Company, and to the proposal being approved by the Company, any Director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus.
27. The Directors may from time to time appoint any person or persons to be an Associate Director or Associate Directors of the Company and may from time to time define, limit and/or restrict his or their powers, and may fix and determine his or their remuneration and duties, and may at any time remove any such Associate Director, provided always that any such Associate Director shall not be taken into account in calculating the quorum or be entitled to vote at any of the meetings of the Directors at which he may be asked to be present and, shall not;-
- (A) have any right of access to the books of the Company; or
  - (B) be entitled to receive notice of or to attend meetings of the Directors; or
  - (C) be entitled to participate in any respect in the exercise of the collective powers or duties of the Directors, or to exercise any of the individual powers or duties of a Director under these Articles (including this Article) provided that no act shall be done by the Directors which would impose any personal liability on any such Associate Director, whether under the Act or otherwise, except with his knowledge.
28. Any Director or member of a committee of the Board may participate in a meeting of the Directors or of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.

#### SECRETARY AND ASSISTANT SECRETARY

29. To Regulation 99 of Table A, there shall be added the words "An Assistant Secretary may also be appointed by the Directors (subject also to the provisions of the Act) to act with the full powers of the Secretary if the office of Secretary is vacant or if for any other reason the Secretary is absent or otherwise incapable of acting. Such appointment shall be for such term and upon such conditions as the Directors may think fit and any Assistant Secretary so appointed may be removed by the Directors".

## NOTICES

30. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted.

## INDEMNITY

31. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including 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 under Section 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.
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