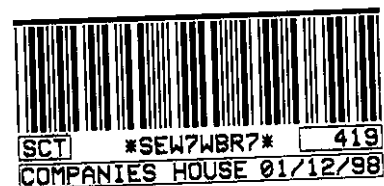


Company No. SC4585

**ARTICLES OF ASSOCIATION**  
**of**  
**DUNDEE FOOTBALL CLUB LIMITED**

**Adopted by Special Resolution**  
**on 27<sup>th</sup> November 1998**

**MacRoberts**  
**152 Bath Street**  
**Glasgow G2 4TB**  
**JWM/CB/DU653004**



*IAM*

**THE COMPANIES ACT 1985**  
**A COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION OF**  
**DUNDEE FOOTBALL CLUB LIMITED**

**PRELIMINARY**

1. The Regulations contained in Table A in the First Schedule to the Companies Act 1862 shall not apply to the Company.

2. In these Articles, unless the context otherwise requires:-

**"The Act"** means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

**"The Statutes"** means the Act and every other statute for the time being in force concerning companies and affecting the Company.

Any reference herein to the provisions of any statute shall extend to and include any amendment or re-enactment of or substitution for the same effected by any subsequent Statute.

**"The Register"** means the Register of Members to be kept as required by Sections 352 and 353 of the Act.

**"month"** means calendar month.

**"Paid up"** includes credited as paid up.

**"United Kingdom"** means Great Britain and Northern Ireland.

**"Seal"** means the common seal of the Company.

**"Office"** means the registered office for the time being of the Company.

**"Secretary"** means any person appointed to perform the duties of Secretary, and includes any assistant, deputy or temporary appointee.

**"In writing"** includes printing, lithography, typewriting, photography and other modes of representing or reproducing words in visible form.

Words importing the singular number only shall include the plural, and the converse shall also apply.

Words importing the male gender shall include the female gender.

Words importing individuals shall include corporations.

Subject as aforesaid and unless the context otherwise requires, words or expressions defined in the Act shall bear the same meaning in these Articles.

### **SHARES**

3. Subject to and save as authorised by the Statutes the Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding company, nor shall the Company make any loan upon the security of its shares or those of its holding company.
4. Save as permitted by Section 101(2) of the Act the shares of the Company shall not be allotted either at a discount or except as paid up at least as to one quarter of their nominal value and the whole of any premium.
5. The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company at any rate not exceeding ten per cent of the price at which the said shares are issued. Such commission may be satisfied by payment in cash or by the allotment of fully or partly paid shares, or partly in one way and partly in the other. The company may also on any issue of shares pay such brokerage as may be lawful.
6. Without prejudice to any special rights previously conferred on the holders of existing shares in the Company, any share in the Company may be issued with such preferred, deferred, or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital, or otherwise, as the Company may from time to time by Ordinary Resolution determine (or in the absence of any such determination as the Directors may determine). The Company shall if requisite in accordance with Section 128 of the Act within one month from allotting shares deliver a statement in the

prescribed form containing particulars of special rights. Any preference share may with the sanction of a Special Resolution be issued on the terms that it is, or at the option of the Company is liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may by Special Resolution determine.

7. Subject to the provisions of the Statutes, the Company may purchase all or any of its shares of any class, including any redeemable shares. Every contract for the purchase of, or under which the Company may become entitled or obliged to purchase, shares in the Company shall be authorised by such resolution of the Company as may be required by the Statutes and by an extraordinary resolution passed at a separate general meeting of the holders of any shares which at the date on which the contract is authorised by the Company in general meeting entitle them, either immediately or at any time later on, to convert all or any of the shares of that class held by them into equity share capital of the Company. Neither the Company nor the board shall be required to select the shares to be purchased rateable or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Notwithstanding anything to the contrary contained in these Articles, the rights attached to any class of shares shall be deemed not to be varied by anything done by the Company pursuant to this paragraph of this Article.
8. Save as required by law the Company shall be entitled to treat the person whose name appears on the Register in respect of any share as the absolute owner thereof, and shall not (save as aforesaid) be under any obligation to recognise any trust or equity or equitable contingent or future claim to or partial interest in such share whether or not it shall have express or other notice thereof.
9. The Directors may at any time after the allotment of any share but before any person has been entered in the Register as the holder recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation upon and subject to such terms and conditions as the

Directors may think fit to impose.

### **SHARE CERTIFICATES**

10. Every share certificate shall be issued under the Seal (or an official seal kept under Section 40 of Act or in accordance with the Requirements of Writing (Scotland) Act 1995) and shall specify the number and class of shares to which it relates and the amount paid up thereon. No certificate shall be issued representing shares of more than one class. No certificate shall be issued in respect of shares held by a stock exchange nominee.
11. In the case of a share held jointly by several persons the Company shall not be bound to issue more than one certificate therefor and delivery of a certificate to one of joint holders shall be sufficient delivery to all.
12. Any person (subject as aforesaid) whose name is entered in the Register in respect of any shares of any one class upon the issue or transfer thereof shall be entitled without payment to a certificate therefor (in the case of issue) within one month (or such longer period as the terms of issue shall provide) after allotment or (in the case of a transfer of fully-paid shares) within fourteen days after lodgement of transfer or (in the case of a transfer of partly-paid shares) within two months after lodgement of transfer.
13. Where some only of the shares comprised in a share certificate are transferred the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu without charge.
14. (a) Any two or more certificates representing shares of any class held by any Member may at his request be cancelled and a single new certificate for such shares issued in lieu without charge.
- (b) if any Member shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Directors may, if they think fit, comply with such request.
- (c) If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may

be issued to the holder upon request subject to delivery up of the old certificate or (if alleged to have been lost, stolen or destroyed) compliance with such conditions as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in connection with the request as the Directors may think fit.

- (d) In the case of shares held jointly by several persons any such request may be made by any one of the joint holders.

### **CALLS ON SHARES**

15. The Directors may from time to time make such calls upon the Members as they think fit in respect of all moneys unpaid on their shares whether on account of the nominal amount of the shares or by way of premium and each Member shall, subject to receiving fourteen days' notice at least, specifying the time and place for payment, pay the amount called on his shares to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. A call may be revoked or the time fixed for its payment postponed by resolution of the Directors.
17. The Directors may make arrangements on the issue of shares for a difference between the holders of such shares in the amounts of calls to be paid and in the time of payment of such calls.
18. If a call payable in respect of any share or any instalment of a call be not paid before or on the day appointed for payment thereof, the holder for the time being of such share shall be liable to pay interest on the same at such rate, not exceeding eighteen per centum per annum, as the Directors shall determine from the day appointed for the payment of such call or instalment to the time of actual payment and all expenses that may have been incurred by the Company by reason of such non-payment; but the Directors may, if they shall think fit, waive the payment of such interest or expenses or any part thereof.

19. If by the terms of the issue of any shares, or otherwise any amount is made payable at any fixed time, whether on account of the nominal amount of the shares or by way of premium, every such amount shall be payable as if it were a call duly made by the Directors of which due notice had been given; and all the provisions hereof with respect to the payment of calls and interest thereon and expenses in connection therewith or to the forfeiture of shares for non-payment of calls, shall apply to every such amount and the shares in respect of which it is payable.
20. The Directors may, if they think fit, receive from any Member willing to advance the same all or any part of the moneys, whether on account of the nominal value of the shares or by way of premium uncalled and unpaid upon any shares held by him; and upon all or any of the moneys so paid in advance the Directors may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding, without the sanction of the Company in General Meeting, fifteen per centum per annum) as may be agreed upon between the Member paying the moneys in advance and the Directors.

#### **FORFEITURE AND LIEN**

21. If any Member fails to pay any call or instalment of a call in full on or before the day appointed for payment thereof, the Directors may at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring him to pay so much of the call or instalment as is unpaid, together with interest accrued and any expenses incurred by reason of such non-payment.
22. The notice shall name a further day (not being earlier than the expiration of fourteen days from the date of the notice) on or before which and the place where such call or instalment and all interest accrued and expenses incurred by reason of such non-payment are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed the shares in respect of which such call or instalment is payable will be liable to forfeiture.
23. If the requirements of any such notice as aforesaid be not complied with, any share in respect of which such notice has been given may, at any time thereafter before the

payment required by the notice has been made, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall extend to all dividends declared in respect of the shares so forfeited and not actually paid before such forfeiture. Forfeiture shall be deemed to occur at the time of the passing of the said resolution of the Directors. The Directors may accept a surrender of any share liable to be forfeited hereunder.

24. A share so forfeited or surrendered shall be deemed to be the property of the Company, and may be sold or otherwise disposed of in such manner, either subject to or discharged from all calls made or instalments due prior to the forfeiture or surrender, as the Directors think fit; or the Directors may, at any time before such shares are sold or otherwise disposed of, annul the forfeiture or surrender upon such terms as they may approve. For the purpose of giving effect to any such sale or other disposition the Directors may authorise some person to transfer the share so sold or otherwise disposed of to the purchaser thereof or other person becoming entitled thereto.
25. Any person whose shares have been forfeited or surrendered shall cease to be a Member in respect of the shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which at the date of the forfeiture or surrender were presently payable by him to the Company in respect of the shares, together with interest thereon at such rate, not exceeding eighteen per centum per annum, as the Directors shall appoint, down to the date of payment, but his liability shall cease if and when the Company receives payment in full of all such moneys in respect of the shares, together with interest as aforesaid. The Directors may, if they shall think fit, remit the payment of such interest or any part thereof.
26. When any shares have been forfeited or surrendered an entry shall forthwith be made in the Register recording the forfeiture or surrender and the date thereof, and so soon as the shares so forfeited or surrendered have been sold or otherwise disposed of an entry shall also be made of the manner and date of the sale or disposal thereof, provided that if such shares are not sold or otherwise disposed of within the relevant



period defined in Section 146 of the Act the Company shall at the expiry of such period observe the provisions of that section.

27. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such share. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this Article.
28. The Company may sell in such manner as the Directors think fit any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy.
29. The net proceeds of such sale after payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debts or liabilities in respect whereof the lien exists so far as the same are presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale the Directors may authorise some person to transfer the shares sold to the purchaser.
30. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the Company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. Such declaration and the receipt of the Company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof together with the share certificate delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person

to whom the share is sold, re-allotted or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share.

### **TRANSFER OF SHARES**

31. The instrument of transfer of any share in the Company shall be signed by or on behalf of the transferor and, when the share is not fully paid, shall be also signed by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof.
32. Shares in the Company may be transferred by transfer in writing in any usual or common form or in any other form acceptable to the Directors.
33. The Directors may in their absolute discretion and without assigning any reason therefor refuse to register any transfer of shares not fully paid. The Directors may also refuse to register a transfer of shares whether fully paid or not, in favour of more than four persons jointly. If the Directors refuse to register a transfer they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal and return to him the instrument of transfer.
34. The Directors may decline to recognise any instrument of transfer unless the instrument of transfer is in respect of only one class of share and is accompanied by the relevant share certificate(s) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do). In the case of a transfer by a stock exchange nominee the lodgement of share certificates shall not be necessary. All instruments of transfer which are registered may be retained by the Company.
35. No fee will be charged by the Company in respect of the registration of any instrument of transfer or probate or letters of administration or certificate of marriage or death or stop notice or power of attorney or other document relating to or affecting the title to

any shares or otherwise for making any entry in the Register affecting the title to any shares.

36. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine and either generally or in respect of any class of shares. The Register shall not be closed for more than thirty days in any year.
37. The Company shall be entitled to destroy all instruments of transfer which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the Register purporting to have been made on the basis of any instrument of transfer or other document so destroyed was duly and properly made and every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective instrument duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereon 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 notice of any claim (regardless of the parties thereto) to which the document might be relevant;
  - (b) Nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or any other circumstances which would not attach to the Company in the absence of this Article;

- (c) References herein to the destruction of any document include references to the disposal thereof in any manner.

### **TRANSMISSION OF SHARES**

38. In the case of the death of a Member, the survivor, where the deceased was a joint holder, and the legal personal representative of the deceased, where he was a sole holder, shall be the only persons recognised by the Company as having any title to his share; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which has been jointly held by him with other persons.
39. Any person becoming entitled to a share by reason of the death or bankruptcy of a Member may upon such evidence as to his title being produced as may be properly required by the Directors elect either to be registered as a Member in respect of such share or to make such transfer of the share as the deceased or bankrupt person could have made. If the person so becoming entitled shall elect to be registered himself he shall give to the Company a notice in writing signed by him stating that he so elects. All the provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall apply to any such notice or transfer as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by that Member.
40. Save as otherwise provided by or in accordance with these presents, a person becoming entitled to a share in consequence of the death or bankruptcy of a Member (upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share) shall be entitled to the same dividends and other advantages as those to which he would be entitled if he were the registered holder of the share except that he shall not be entitled in respect thereof to exercise any right conferred by membership in relation to meetings of the Company until he shall have been registered as a Member in respect of the share.

### **ALTERATION OF SHARE CAPITAL**

41. The Company may by Ordinary Resolution increase its share capital by such sum to

be divided into shares of such amounts as the resolution shall prescribe. All new shares shall be subject to the provisions of these Articles with reference to allotment, payment of calls, forfeiture, lien, transfer and transmission and otherwise.

42. The Company may by Ordinary Resolution:-

- (a) consolidate and divide its capital or any part thereof into shares of larger amount than its existing shares;
- (b) subdivide its existing shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association:

Provided that (i) in the subdivision of an existing share the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived and (ii) the resolution may determine that as between the holders of the shares resulting from such subdivision, one or more of such shares shall be given some preference or special advantage whether as regards dividend, capital, voting or otherwise over the other or others;

- (c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

43. Upon any consolidation of fully paid shares into shares of larger amount the Directors may as between the holders of shares so consolidated determine which shares are consolidated into each consolidated share and in the case of any shares registered in the name of one holder being consolidated with shares registered in the name of another holder may make such arrangements as may be thought fit for the sale of the consolidated share or any fractions thereof and for the distribution among the persons entitled thereto of the net proceeds of such sale and for such purpose may appoint some person to transfer the consolidated share to the purchaser. Provided that the necessary unissued shares are available the Directors may alternatively in each case where the number of shares held by any holder is not an exact multiple of the number of shares to be consolidated into a single share issue to each such holder credited as

fully paid up by way of capitalisation the minimum number of shares required to round up his holding to such a multiple (such issue being deemed to have been effected immediately prior to consolidation) and the amount required to pay up such shares shall be appropriated at their discretion from any of the sums standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or to the credit of profit and loss account and capitalised by applying the same in paying up such shares.

44. The Company may by Special Resolution reduce its share capital, any capital redemption reserve fund, and any share premium account in any manner authorised by law save that the share capital shall not be reduced below the authorised minimum for the time being for a public company.

#### **MODIFICATION OF RIGHTS**

45. If at any time the capital is divided into different classes of shares, the rights attached to any class or any of such rights (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Sections 125 to 127 of the Act be modified, abrogated or varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of the holders of the shares of the class, but not otherwise. To every such separate General Meeting the provisions of these Articles relating to General Meetings shall, mutatis mutandis, apply, but so that at every such separate General Meeting (other than an adjourned meeting) the quorum shall be two persons at least holding or representing by proxy one third of the issued shares of the class, or at any adjourned meeting the quorum shall be one person holding shares of the class or his proxy, and that any holder of shares of the class present in person or by proxy may demand a poll.
46. The rights attached to any class of shares shall not (unless otherwise provided by the terms of issue of the shares of that class or by the terms upon which such shares are for the time being held) be deemed to be modified or varied by the creation or issue of further shares ranking *pari passu* therewith.

**GENERAL MEETINGS**

47. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next provided that, so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All General Meetings other than Annual General Meetings shall be called "Extraordinary General Meetings".
48. The Directors may whenever they think, and they shall upon a requisition made in writing by Members in accordance with Section 368 of the Act, convene an Extraordinary General Meeting. If at any time there shall not be present in the United Kingdom and capable of acting sufficient Directors to form a quorum, the Directors in the United Kingdom capable of acting, or if there shall be no such Directors then any two Members, may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which General Meetings may be convened by the Directors.
49. An Annual General Meeting and a General Meeting convened to pass a Special Resolution shall be called by not less than twenty-one clear days' notice in writing, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a Special Resolution shall be called by not less than fourteen clear days' notice in writing. The notice shall be exclusive of the day of service and the day of the meeting, and shall specify the place, the day, and the hour of meeting, and in case of special business the general nature of the business. The notice shall be given in manner hereinafter mentioned or in such other manner (if any) as may be prescribed by the Company in General Meeting to such persons as are under these Articles entitled to receive such notices from the Company and 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. Every notice calling an Annual General Meeting shall

specify the meeting as such.

50. A meeting of the Company shall, notwithstanding that it is called by shorter notice than specified in the last preceding Article, be deemed to have been duly called with regard to length of notice if it is so agreed:-

- (a) in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent, in nominal value of the shares giving that right.

51. The accidental omission to give notice to any person entitled under these Articles to receive notice of any meeting, or the non-receipt by any such person of such notice, shall not invalidate the proceedings at the meeting.

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

52. The business of an Annual General Meeting shall be to receive and consider the accounts and balance sheets, the reports of the Directors and Auditors, and any other documents required by law to be attached or annexed to the balance sheets, to elect Directors in place of those retiring, to appoint or re-appoint Auditors and fix their remuneration, and to declare dividends. All other business transacted at an Annual General Meeting, and all business transacted at an Extraordinary General Meeting, shall be deemed special.
53. No business shall be transacted at any General Meeting unless a quorum of Members is present and such quorum shall consist of not less than two Members personally present.
54. If within fifteen minutes from the time appointed for a General Meeting a quorum be not present the meeting, if convened by or on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to such day at such time and place as may be fixed by the Chairman of the meeting; and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the



meeting, any one Member present in person or by proxy shall be a quorum.

55. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting of the Company. If there be no such Chairman, or if at any meeting he be not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairman, the Members present shall choose one of the Directors present to be Chairman; or if no Director be present and willing to take the chair the Members present shall choose one of their number to be Chairman.
56. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and place to place; but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, not less than seven days' notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted thereat.
57. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll be (on or before the declaration of the result of the show of hands) directed by the Chairman or demanded by at least two Members entitled to vote, or by one or more Members representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting or holding shares in the Company conferring a right to vote at the meeting, being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right. A declaration by the Chairman that a resolution has been carried or not carried, or carried or not carried by a particular majority, and an entry to that effect in the Minute Book of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn only with the approval of the meeting.
58. If a poll be directed or demanded in the manner before mentioned it shall be taken in

such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was directed or demanded. The Chairman may (and if so directed by the meeting shall) appoint scrutineers and may adjourn the meeting to some place and time fixed by him for the purpose of declaring the result of the poll.

59. In the case of an equality of votes, whether upon a show of hands or on a poll, the Chairman shall be entitled to a second or casting vote.
60. No objection to the admission or rejection of any vote shall be taken except at the meeting or adjourned meeting at which the vote in dispute is given or tendered. The Chairman shall determine any such objection if made within due time, and such determination shall be final and conclusive.
61. A poll demanded upon the election of a Chairman or upon a question of adjournment shall be taken forthwith. A poll directed or demanded on any other question shall be taken either immediately or at such subsequent time (not being more than thirty days from the date of the meeting) and place as the Chairman may direct. Any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

#### **VOTES OF MEMBERS**

62. Subject to any special terms as to voting upon which any shares may for the time being be held, upon a show of hands every Member present in person shall have one vote, and upon a poll every Member present in person or by proxy shall have one vote for every share held by him.
63. In the case of joint holders of a share the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the share.
64. Where in Scotland or elsewhere a curator bonis or other person (by whatever name called) has been appointed by any court claiming jurisdiction in that behalf to exercise powers with respect to the property or affairs of any Member on the ground (however

formulated) of mental disorder, the Directors may in their absolute discretion, upon or subject to production of such evidence of the appointment as the Directors may require, permit such receiver or other person on behalf of such Member to vote in person or by proxy at any General Meeting or to exercise any other right conferred by membership in relation to meetings of the Company.

65. No Member shall, unless the Directors otherwise determine, be entitled to vote at a General Meeting either personally or by proxy or to exercise any other right conferred by membership in relation to meetings of the Company if any call or other sum presently payable by him to the Company in respect of shares in the Company remains unpaid or any person appearing to be inserted in shares held by him has been duly served with a notice under Section 212 of the Act and is in default in supplying to the Company the information thereby required. 66. On a poll votes may be given either personally or by proxy and a person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

67. A proxy need not be a Member of the Company.

68. An instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may approve and:-

- (a) in the case of an individual shall be signed by the appointer or by his attorney;
- (b) in the case of a corporation shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

The signature on such instrument need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy pursuant to the next following Article, failing which the instrument may be treated as invalid.

69. An instrument appointing a proxy must be left at such a place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified at the Office) not less than forty-eight hours

before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates.

70. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
71. A vote cast by proxy shall not be invalidated by the previous death or insanity of the principal or by the revocation of the appointment of the proxy or of the authority under which the appointment was made provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office at least one hour before the commencement of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) the time appointed for the taking of the poll at which the vote is cast.
72. Any corporation which is a Member may, by resolution of its directors or other governing body, authorised such person as it thinks fit to act as its representative at any General Meeting, 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.

#### **DIRECTORS**

73. Unless and until the Company in General Meeting shall otherwise determine, the number of Directors shall be not less than two and until so fixed there shall be no maximum number of Directors.
74. A Director shall not be required to hold any Ordinary Shares in the Capital of the Company.
75. There shall not be an age limit for Directors and Sub-sections (1) to (6) of Section 293

of the Act shall not apply to the Company.

76. The remuneration of the Directors shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or General Meetings of the Company or otherwise in connection with the business of the Company.
77. The Directors may pay extra remuneration out of the funds of the Company by way of salary commission or otherwise to any Director who holds any executive office or otherwise performs services for the Company outside the scope of the ordinary duties of a Director.
78. The Company shall in accordance with the provisions of Sections 325 and 326 of the Act duly keep a register, showing, as respects each Director, the number, description and amount of any shares in or debentures of the Company and of other bodies corporate in which he is interested.

#### **APPOINTMENT AND RETIREMENT OF DIRECTORS**

79. At the Annual General Meeting in every year one third of the Directors for the time being, or if their number is not three or a multiple of three then the number nearest to one third, shall retire from office; provided that no Director holding office as a Managing Director or as a Joint Managing Director shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. Subject as aforesaid the Directors to retire in each year shall be those who have been longest in office since their last election, but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election.
80. The Company at the Annual General Meeting at which any Director retires may fill up the vacated office, and may also at any General Meeting, on notice duly given, fill up any vacancies in the office of Director, or appoint additional Directors.
81. No person other than a Director retiring at the Meeting shall, unless recommended by

the Directors for election, be eligible for election to the office of Director at any General Meeting unless, not less than seven nor more than twenty-one days before the day appointed for the Meeting, there shall have been left at the Office notice in writing, signed by a Member duly qualified to attend and vote at such Meeting, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

82. If at any General Meeting at which an election of Directors ought to take place, the place of any retiring Director be not filled up, such retiring Director, if willing, shall (unless a resolution for his re-election shall have been put to the Meeting and lost) continue in office until the Annual General Meeting in the next year, and so, from time to time until his place has been filled up, unless at any such meeting it shall be determined to reduce the number of Directors in office.
83. The Company may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director. In addition the holders of share representing more than half the shares which carry the right to attend and vote at general meetings of the Company may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director. Without prejudice to the foregoing the Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company, either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number if any fixed from time to time. Subject to the provisions of Section 303 of the Act and of Article 84, any Director so appointed shall hold office only until the next following Annual General Meeting, when he shall retire, but shall be eligible for re-election.
84. In addition to and without prejudice to the provisions of Section 303 of the Act the Company may by an Ordinary Resolution, of which special notice has been given in accordance with Section 379 of the Act, remove any Director before the expiration of his period of office (notwithstanding anything in these Articles or in any agreement between the Company and such Director), and may by Ordinary Resolution appoint

another person in his stead. The person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire as if he had become a Director on the day on which the Director in whose place he is appointed was last appointed a Director. In addition the holders of shares representing more than half of the shares which carry the right to attend and vote at general meetings shall be entitled by notice to the Company to remove any person from his office as director of the Company (notwithstanding anything in these Articles or in any agreement between the Company and such Director).

85. A single resolution for the appointment of two or more persons as Directors shall not be put at any General Meeting, unless a resolution that it shall be so put has first been agreed to by the meeting without any vote being given against it.
86. The office of a Director shall be vacated in any of the following events, namely:-
- (a) If he shall become prohibited by law from acting as a Director.
  - (b) If he shall resign by writing under his hand left at the Office or if he shall in writing offer to resign and the Directors shall resolve to accept such offer.
  - (c) If he shall have a receiving order made against him or shall compound with his creditors generally.
  - (d) If in Scotland or elsewhere an order shall be made by any court claiming jurisdiction in that behalf on the ground (however formulated) of mental disorder for his detention or for the appointment of a curator bonis or other person (by whatever name called) to exercise powers with respect to his property or affairs.
  - (e) If he is absent from meetings of the Directors for six months without special leave of absence approved by a resolution of the Directors, and the Directors resolve that his office be vacated.

#### **POWERS AND DUTIES OF DIRECTORS**

87. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in the formation and registration of the Company, and may exercise all such powers of the Company as are not by the Act or by these Articles

required to be exercised by the Company in General Meeting, subject nevertheless, to the provisions of these Articles and of the Act, and to such Regulations, not being inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no Regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if such Regulation had not been made. The general powers conferred upon the Directors by this Article shall not be deemed to be abridged or restricted by any specific power conferred upon the Directors by any other Article.

88. Without prejudice to the generality of Article 88 hereof, the Directors may (by the establishment or maintenance of schemes or otherwise) give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any employees or ex-employees and to officers and ex-officers (including Directors and ex-Directors) of the Company or any subsidiary of the Company, or the relations, connections or dependants of any such persons, and may set up, establish, support and maintain, pension, superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons as are hereinbefore referred to or any of them or any class of them. Any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit.
89. The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.
90. The Company may exercise the powers conferred by Section 39 of the Act with



regard to having an official Seal for use abroad and the powers conferred by Section 40 of the Act with regard to having an official Seal for sealing or evidencing securities, and such powers shall be vested in the Directors.

91. The Company may exercise the powers conferred upon the Company by Section 362 of the Act with regard to the keeping of an Overseas Branch Register and the Directors may (subject to the provisions of those Sections) make and vary such Regulations as they may think fit respecting the keeping of any such Register and shall give to the Registrar of Companies notice in the prescribed form of the situation of the office where any Overseas Branch Register is kept.
92. Subject to Section 319 of the Act a Director may hold any office or place of profit under the Company in conjunction with the office of Director for such period, and on such terms as to remuneration and otherwise, as the Directors may determine, and a Director or any firm in which he is interested may act in a professional capacity for the Company and he or such firm shall be entitled to remuneration for professional services as if he were not a Director: Provided that nothing herein contained shall authorise a Director or any such firm to act as Auditor to the Company.
93.
  - (a) The Directors may from time to time appoint one or more of their body to be the holder of any executive office (including, where considered appropriate, the office of Chairman) on such terms and for such period as they may determine and, without prejudice to the terms of any contract entered into in any particular case, may at any time revoke any such appointment.
  - (b) The appointment of any Director to the office of Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director shall automatically determine if he ceases to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.
  - (c) The appointment of any Director to any other executive office shall not automatically determine if he ceases from any cause to be a Director, unless the contract or resolution under which he holds office shall expressly state

otherwise, in which event such determination shall be without prejudice to any claim for damages for breach of any contract of service between him and the Company.

94. The Directors may entrust to and confer upon any Director holding any executive office any of the powers exercisable by them as Directors upon such terms and conditions and with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers.
95. A Director may be or continue or may become a Director or other officer or servant of, or otherwise interested in, any other company in which the Company is in any way interested and shall not (in the absence of agreement to the contrary) be liable to account to the Company for any emoluments or other benefits received or receivable by him as Director, officer or servant of, or from his interest in, such other company.
96. The Directors may exercise or procure the exercise of the voting rights attached to shares in any other company in which this Company is or becomes in any way interested, and may exercise any voting rights to which they are entitled as Directors of any such other company in such manner as they shall in their absolute discretion think fit, including the exercise thereof in favour of any resolution appointing themselves or any of them as directors, officers or servants of such other company, and fixing their remuneration as such, and may vote as Directors of this Company in connection with any of the matters aforesaid.
97. Subject to Part X of the Act a Director may enter into or be interested in contracts or arrangements with the Company (whether with regard to any such office or place of profit or any such acting in a professional capacity or as vendor, purchaser or otherwise howsoever) and may have or be interested in dealings of any nature whatsoever with the Company and shall not be disqualified from office thereby. No such contract, arrangement, or dealing shall be liable to be avoided, nor shall any Director so contracting, dealing or being so interested be liable to account to the Company for any profit arising out of any such contract, arrangement, or dealing to

which he is a party or in which he is interested by reason of his being a Director of the Company.

98. (a) A Director shall be entitled to vote in respect of any contract or arrangement or any other proposal whatsoever in relation to the Company in which he has an interest and shall be counted in the quorum at a meeting in relation to any resolution relating thereto.
- (b) Where proposals are under consideration concerning the appointment (including fixing or varying the terms of appointment) of two or more Directors to offices or employments with the Company or any company in which the Company is interested, such proposals shall be divided and considered in relation to each Director separately and in such cases each of the Directors concerned (if not debarred from voting under the proviso to paragraph (b) (iv) of this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment.
- (c) If any question shall arise at any Meeting as to the entitlement of any Director to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to any other Director shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned have not been fairly disclosed.
- (d) The Company may by Ordinary Resolution suspend or relax the provisions of this Article to any extent or ratify any transaction not duly authorised by reason of a contravention of this Article.
- (e) A general notice given to the Directors by a Director (if it is given at a Meeting of Directors, or such Director takes reasonable steps to secure that it is brought up and read at the next Meeting of Directors after it is given) to the effect that he is a member of specified company or firm and is to be regarded as interested in any contract which may, after the date of the notice, be made with that company or firm, shall be deemed to be a sufficient declaration of

interest in relation to any contract so made.

99. The Directors may make such arrangements as the Directors think fit for the management and transaction of the Company's affairs in the United Kingdom or elsewhere and may for that purpose appoint local boards, managers and agents and delegate to them any of the powers of the Directors (other than the power to borrow and make calls) with power to sub-delegate.
100. The Directors may from time to time appoint any person to an office or employment having a designation or title including the word "Director" or attach to any existing office or employment with the Company such a designation or title. The inclusion of the word "Director" in the designation or title of any office or employment with the Company (other than the office of Managing or Joint Managing or Deputy or Assistant Managing Director) shall not imply that the holder thereof is a Director of the Company nor shall such holder thereby be empowered in any respect to act as a Director of the Company or be deemed to be a Director for any of the purposes of these presents.

#### **BORROWING POWERS**

101. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and 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.
102. If any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or part of the assets of the Company by way of indemnity, to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

#### **PROCEEDINGS OF DIRECTORS**

103. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the

transaction of business. Until otherwise determined two Directors shall constitute a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors. Notice of a meeting of Directors need not be given to a Director who is not in the United Kingdom.

104. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as the number of Directors or Director is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number, or of summoning a General Meeting of the Company, but for no other purpose.
105. The Directors may elect a Chairman and determine the period for which he is to hold office; but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the same, the Directors present shall choose some one of their number to be Chairman of such meeting.
106. (a) A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors shall be as effective for all purposes as a resolution of the Directors passed at a meeting duly convened, held, and constituted and may consist of several documents in like form each signed by one or more of such Directors.
- (b) All or any of the Directors may participate in a meeting of the Directors by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is at the time of the meeting.

107. The Directors may delegate any of their powers or discretions to committees, consisting of such one or more of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any Regulations that may be imposed on it by the Directors. The Regulations herein contained for the meetings and proceedings of Directors shall, so far as not altered by any Regulations made by the Directors, apply also to the meetings and proceedings of any committee.
108. All acts done by any meeting of the Directors or of a committee of Directors, or by any person acting as Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified to be a Director.

#### **SECRETARY**

109. Subject to Section 286 of the Act the Directors shall appoint a Secretary, and shall fix his remuneration and terms and conditions of employment.
110. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.

#### **MINUTES**

111. The Directors shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Directors;
  - (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors;
  - (c) of all resolutions and proceedings at all meetings of the Company and of Directors and of committees of Directors.

It shall not be necessary for Directors present at any meeting of Directors or committee of Directors to sign their names in the minute book or other book kept for recording attendance.

### **THE SEAL**

112. The Directors shall provide for the safe custody of the Seal and any official Seal kept under Section 40 of the Act and neither shall be used without the authority of the Directors or of a committee authorised by the Directors in that behalf. Every instrument to which either shall be affixed shall be signed autographically by one Director and the Secretary or by two Directors save that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signatures or either of them shall be dispensed with or affixed by some method or system of mechanical signature.

### **DIVIDENDS**

113. Subject to the rights of the holders of any shares entitled to any priority, preference, or special privileges, all dividends shall be declared and paid to the Members in proportion to the amounts paid up on the shares held by them respectively. No amount paid on a share in advance of calls shall be treated for the purpose of this Article as paid on the share. All dividends shall, subject as aforesaid, be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as if paid up in full or in part from a particular date, whether past or future, it shall rank accordingly.
114. No dividend shall be paid otherwise than out of the profits of the Company available for distribution in accordance with the provisions of Part IV of the Act which apply to the Company.
115. The Company in General Meeting may declare dividends but no such dividend shall exceed the amount recommended by the Directors.
116. If and so far as the Directors consider that the profits of the Company justify such payments the Directors may declare and pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on such prescribed dates and may from time to time pay interim dividends on shares of any other class.

117. The Directors may deduct from the dividends payable to any Member all such sums of money as may be due from him to the Company on account of calls or otherwise in relation to shares of the Company.
118. The Directors may retain the dividends payable upon shares in respect of which any person is under the provisions as to the transmission of shares hereinbefore contained entitled to become a Member, until such person shall become a Member in respect of such shares or shall transfer the same.
119. The Company may transmit any dividend or other moneys payable in respect of any share by ordinary post to the registered address of the holder or, in the case of joint holders, of one of the holders of such share or to such person and address as the holder or joint holders may direct, and shall not be responsible for any loss arising in respect of such transmission.
120. No dividend or other moneys payable in respect of a share shall bear interest against the Company. All dividends unclaimed for a period of twelve years after having been declared shall be forfeited and shall revert to the Company.
121. The Company may upon the recommendation of the Directors by Ordinary Resolution direct payment of a dividend in whole or in part by the distribution of specific assets (and in particular of paid-up shares or debentures of any other company) and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the Directors may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

### **RESERVES**

122. The Directors may from time to time set aside out of the profits of the Company and carry to reserve such sums as they think proper which, at the discretion of the Directors, shall be applicable for any purpose to which the profits of the Company may



properly be applied and pending such application may either be employed in the business of the Company or be invested. The Directors may divide the reserve into such special funds as they think fit and may consolidate into one fund any special funds or any parts of any special funds into which the reserve may have been divided. The Directors may also without placing the same to reserve carry forward any profits.

### **CAPITALISATION OF PROFITS**

123. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserves or to the credit of the profit and loss account or otherwise available for distribution or to the credit of any of the Company's reserves or to the credit of the profit and loss account which is not available for distribution and accordingly that such sum be set free for distribution among the Members holding ordinary shares in the proportions in which such sum would have been divisible amongst them if distributed by way of dividend on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any ordinary shares held by such Members respectively or paying up in full unissued shares of the Company to be allotted and distributed credited as fully paid up to and among such Members in the proportion aforesaid or partly in one way and partly in the other and the Directors shall give effect to such resolution: Provided that a share premium account and capital redemption reserve fund and any amount standing to the credit of any of the Company's reserves or to the credit of the profit and loss account which is not available for distribution may, for the purposes of this Article, only be applied in the paying up of unissued shares to be issued to Members of the Company as paid shares.
124. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any, and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provision by the issue of fractional certificates or by

payment in cash or otherwise as they think fit for the case of shares becoming distributable in fractions including provision whereby fractional entitlements are disregarded or the benefit thereof accrue to the Company and not to the Members concerned, and also to authorise any person to enter on behalf of all the Members entitled thereto into an Agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the sum resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing ordinary shares, and any Agreement made under such authority shall be effective and binding on all such Members.

#### **ACCOUNTS**

125. The Directors shall cause accounting records to be kept in accordance with Sections 221 to 223 of the Act.
126. The accounting records shall be kept at the registered office of the Company or, subject to sub-Sections 222(2) and 222(3) of the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Company.
127. The Directors shall from time to time in accordance with Part VII of the Act cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in that Part.
128. A printed copy of every balance sheet, including every document required by law to be annexed thereto, which is to be laid before the Company in General Meeting, together with a copy of the Auditor's report and Directors' report shall, not less than twenty one clear days before the date of the meeting, be sent to every Member and every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings from the Company under the provisions of the Act or these Articles.

**AUDIT**

129. Auditors shall be appointed and their duties regulated in the manner provided by Sections 236 and 237 of the Act and Chapter V of part XI of the Act.

**NOTICES**

130. A notice may be served by the Company upon any Member either personally or by sending it through the post addressed to such Member at his registered address.
131. No member shall be entitled to have a notice served on him at any address not within the United Kingdom; but any Member whose registered address is not within the United Kingdom may by notice in writing require the Company to register an address within the United Kingdom, which, for the purpose of the service of notices, shall be deemed to be his registered address. A Member who has no registered address within the United Kingdom, and has not given notice as aforesaid, shall not be entitled to receive any notice from the Company.
132. Any notice, if sent by post, shall be deemed to have been served at the expiration of twenty-four hours after the same shall have been posted (or, where second class mail is employed, forty-eight hours) and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and posted.
133. A person entitled to a share in consequence of the death or bankruptcy of a Member upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address within the United Kingdom for the service of notices, shall be entitled to have served upon or delivered to him at such address any notice or document to which the Member but for his death or bankruptcy would be entitled, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid any notice or document delivered or sent by post to or left at the address of any Member in pursuance of these presents shall, notwithstanding that such Member be then dead or bankrupt, and whether or not the Company have

notice of his death or bankruptcy, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or first-named joint holder.

134. Subject to such restrictions affecting the right to receive notice as are for the time being applicable to the holders of any class of shares, notice of every General Meeting shall be given in any manner hereinbefore authorised to:-

- (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them; and
- (b) the Auditor for the time being of the Company;
- (c) the Directors and (if any) alternate Directors.

No other person shall be entitled to receive notices of General Meetings.

#### **INDEMNITY**

135. Every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or 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 judgement is given in his favour or in which he is acquitted or in connection with any application under 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 in so far as its provisions are not avoided by Section 310 of the Act.

#### **WINDING UP**

136. In a winding up any part of the assets of the Company, including any shares in or securities of other companies, may with the sanction of an Extraordinary Resolution of the Company, be divided among the members of the Company in specie, or may, with the like sanction be vested in trustees for the benefit of such Members, and the liquidation of the Company may be closed and the Company dissolved, but so that no

Member shall be compelled to accept an shares whereon there is any liability.

### **STOCK**

137. The Company may by Ordinary Resolution convert any fully paid shares into stock, and may by a like Resolution re-convert any stock into fully paid shares of any denomination.
138. The holders of stock may transfer the same or any part thereof in the same manner and subject to the same Regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred, or as near thereto as circumstances admit. The Directors may from time to time fix the minimum amount of stock transferable but so that the minimum shall not exceed the nominal amount of the shares from which the stock arose.
139. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such rights, privileges or advantages (except participation in dividends and profits and in the assets on a winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such rights, privileges or advantages.
140. All the provisions of these Articles applicable to fully paid shares, shall apply to stock, and the word "share" shall be construed accordingly.