
THE COMPANIES ACTS 1985 to 1989

MEMORANDUM
(as altered on 25th November 1996)

and

ARTICLES OF ASSOCIATION
(as adopted on 25th November 1996)

of

SEMPLE COCHRANE PLC

Incorporated : 4th July 1957



MACROBERTS,
Solicitors,
Glasgow.
VM/NMM/KC/SE512005
[CPYS:SEMP94.MEM]

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

MEMORANDUM of ASSOCIATION

of

SEMPLE COCHRANE PLC*

- I. The Company's name is "SEMPLE COCHRANE PLC".
2. The Company is a public company.
3. The Company's registered office is to be situated in Scotland.
- 4.** The objects for which the Company is established are:-
 - (1) To provide support services and apparatus for industrial, and marine applications.
 - (2) To carry on any other businesses which can be advantageously or conveniently carried on by the Company by way of extension of or in connection with the above or are calculated directly or indirectly to benefit the Company or to enhance the value of or render profitable any of the Company's property or rights.
 - (3) To acquire, erect, construct, lay down, enlarge, alter, maintain, improve and from time to time renew, any docks, harbours, wharves, quays, railways, aerodromes, houses or other buildings, machinery, plant,

* Incorporated on 4th July 1957 under the name "Semple & Cochrane Limited". Name changed conform to written resolution dated 25th November 1996.

** Objects adopted by written resolution dated 25th November 1996.

roads and other works necessary or convenient for carrying on said trades and businesses and the purposes of the Company generally.

- (4) To apply for, purchase or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, privileges, concessions and licences, secret processes, trade marks, trade names, brands and copyrights and the like which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop, prolong and grant licences of the same.
- (5) To apply for or concur with others in applying for any Provisional Order, Act of Parliament, Licence of the Board of Trade or other authority for enabling the Company to carry out all or any of its objects or for any other purpose which may seem expedient, to subscribe to the expense of obtaining the same, and to oppose or subscribe to the expense of opposing any Provisional Order, Bill or any proceedings in Parliament or elsewhere which may seem directly or indirectly to affect prejudicially the Company's interests.
- (6) To purchase or otherwise acquire the whole or any part of the undertaking, property or assets of any company or person carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company, and as part of the consideration for such acquisition to undertake all or any part of the liabilities of such company or person.
- (7) To pay for any property or rights acquired by the Company in cash, by instalments, or in shares, stocks, debentures, debenture stocks or other securities, whether fully or partly paid up, of the Company, or partly in

one mode and partly in another and generally on such terms as may be agreed upon.

- (8) To amalgamate or enter into partnership, or into any arrangement for sharing profits, co-operation, union of interest, reciprocal concession, joint adventure, mutual interest, or assistance or otherwise with any company or person carrying on any business or having any objects similar to or kindred with any of the businesses or objects of the Company and that in such manner and on such terms and conditions as may be found expedient.
- (9) To subscribe for, take, or otherwise acquire and hold shares, stock, debentures, debenture stock or other securities of, or other interests in, any company having any objects similar to or kindred with any of the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (10) Whether with or without the Company receiving any consideration to guarantee and give security for the payment of any principal moneys, premiums, interest and other moneys secured by or payable under securities or obligations of any company which is for the time being the Company's holding company or a subsidiary of the Company's holding company or any other company which may be promoted or established by the Company either alone or in conjunction with others or which may purchase or take over the whole or any part of the undertaking of the Company and to guarantee and give security for the payment of dividends and premiums on, and the repayment of the capital of, stocks and shares of all kinds and descriptions.
- (11) To lend and advance money or give credit to any company or person and in particular to customers and others having dealings with the

Company and on such terms as may be thought fit and to guarantee and give security for the payment of any moneys or the performance of any contracts, liabilities or obligations of any company or person and to become liable or responsible for money and undertake obligations of every kind and description all upon such terms as may from time to time be considered desirable in the interests of the Company.

- (12) To borrow or raise money in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the undertaking, property or assets of the Company or any part thereof, including its uncalled capital, and also by a similar mortgage, charge or lien to secure any debt, liability or obligation of any holding or subsidiary company of the Company or of any other company or of any person.
- (13) To receive money on deposit or temporary loan upon such terms as may be thought fit.
- (14) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures, charter parties, bills of lading, and other negotiable or transferable documents.
- (15) To invest, or deal with moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
- (16) To procure the Company to be registered or recognised in any part of the world outside the United Kingdom.
- (17) To establish or promote or concur in establishing or promoting any other company for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem

calculated to advance directly or indirectly the objects or interests of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire shares, stock, debentures, debenture stock or other securities of any such company.

- (18) To give or award pensions, annuities, gratuities, superannuation or other allowances or benefits, to any persons who are or have at any time been Directors of or employed by or in the service of the Company or of any company which is the holding company of, or a subsidiary company of, or allied or associated with, the Company or any such holding company or subsidiary company, and to the wives, widows, children and other relatives and dependants of any such persons; to set up, establish, support and maintain pension, superannuation and other funds or schemes (whether contributory or non-contributory) and to make payments towards insurance or other payments (either in connection with any such fund or scheme or otherwise) for the benefit of such persons or any of them or any class of them; to support or subscribe to any charitable funds or institutions the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its officers or employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees; and to subscribe or guarantee money for any exhibition or for any public, general or useful object.
- (19) To sell, feu, lease, exchange, mortgage or otherwise deal with or dispose of the whole or any part of the undertaking, property or assets of the Company, or any right over or interest in the same, for such consideration, and in such manner and upon such terms and subject to

such conditions, as the Company may think fit, and in particular for shares, stocks, debentures, debenture stocks or other securities, whether fully or partly paid up, of any other company.

- (20) To distribute any of the property of the Company among the Members in specie or kind.
- (21) To remunerate any company or person for services rendered or to be rendered in placing or procuring the subscription of, or otherwise assisting in the issue of, any shares, stock, debentures, debenture stock or other securities of the Company or of any company promoted by the Company.
- (22) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (23) To do all such other things as are incidental or conducive to the attainment of the aforesaid objects or any of them.

And it is hereby declared that in this Memorandum words denoting the singular number shall include the plural number and vice versa and the word "company", except where used in reference to the Company, 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 and that the objects specified in each of the foregoing paragraphs of this Clause shall be regarded as independent objects and, accordingly, shall, except where otherwise expressed in such paragraphs, be in no wise limited or restricted by reference to or inference from any other paragraph.

5. The liability of the Members is limited.

6.* The Company's Share Capital is £860,000 divided into 8,600,000 ordinary shares of 10p each.

THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

SEMPLE COCHRANE PLC

MACROBERTS
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THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION *

of

SEMPLE COCHRANE PLC

PRELIMINARY

1. None of the regulations contained in Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 or as contained or altered in pursuance of any subsequent enactment shall apply to the Company and are hereby expressly excluded.

2. In these Articles (unless the context otherwise requires or permits):-

"Act" means the Companies Act 1985 and every statutory modification or re-enactment for the time being in force;

"Articles" means these articles of association;

"Auditors" means the auditors of the Company for the time being;

"clear days" in relation to a period of notice, excludes both the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Directors" means the directors for the time being of the Company or a meeting of the directors, or of a

* adopted November 26 1996

	duly constituted committee of the directors, at which a quorum is present;
"Group"	means the Company and each company forming part of the group of companies of which the Company forms part from time to time;
"in writing"	means written or produced by any substitute for writing or partly one and partly another;
"Memorandum"	means the memorandum of association of the Company as amended from time to time;
"month"	means calendar month;
"Office"	means the registered office of the Company;
"paid"	means paid or credited as paid;
"Register"	means the register of members required to be kept by the Statutes;
"Secretary"	means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company including a joint, assistant or deputy secretary;
"Statutes"	means the Act and every other statute for the time being in force concerning companies and affecting the Company and any reference to any section or provision of the Statutes shall be deemed to include a reference to any statutory re-enactment or modification thereof for the time

	being in force;
"Stock Exchange"	means The London Stock Exchange Limited or its successor from time to time;
"Transfer Office"	means the place where the Register is situate;
"United Kingdom"	means Great Britain and Northern Ireland;
"year"	means calendar year.

Words importing the singular number include the plural and vice versa. Words importing any gender include all genders. Save as aforesaid, any words or expressions defined in the Statutes shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.

BUSINESS

3. Any branch or kind of business which by the Memorandum or these Articles is either expressly or by implication authorised to be undertaken by the Company may be undertaken by the Directors at such time or times as they shall think fit and, further, may be suffered by them to be in abeyance whether such branch or kind of business may have been actually commenced or not, so long as the Directors may deem it expedient not to commence or proceed with such branch or kind of business.

SHARE CAPITAL

4. The authorised share capital of the Company at the date of adoption hereof is £860,000 divided into ordinary shares of 10 pence each.

5. Subject to the provisions of the Statutes and without prejudice to any rights attached to any existing shares, any shares may be issued with such rights or restrictions as the Company may, by ordinary resolution, determine (or, failing any such determination, as the Directors may determine) and subject to the provisions of the

Statutes, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as the Company before the issue thereof may, by special resolution, determine.

6. The Company may exercise the powers of paying commissions conferred by the Statutes. The amount or the rate per cent of the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Statutes and such commission shall not exceed ten per cent of the price at which the shares in respect of which the commission is paid are issued. The Company may also pay such brokerage on any issue of shares as may be lawful.

7. The Company shall not be bound to recognise but shall be entitled to recognise in such manner and to such extent as it may think fit any trusts in respect of any of the shares of the Company. Notwithstanding any such recognition the Company shall not be bound to see to the execution, administration or observance of any trust, whether expressed, implied or constructive, in respect of any shares of the Company and shall be entitled to recognise and give effect to the acts and deeds of the registered holders of such shares as if they were the absolute owners thereof. For the purposes of this article, "trust" includes any right in respect of any shares of the Company other than an absolute right thereto in the registered holder thereof for the time being or such other rights in the case of transmission thereof as are mentioned in the Articles.

8. Subject to the provisions of the Articles and the Statutes, the shares in the capital of the Company for the time being unissued shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and upon such terms and conditions as the Directors may determine.

SHARE CERTIFICATES

9. Every person whose name is entered as a member in the Register (save for a Stock Exchange nominee in respect of whom the Company is not, by law, required to complete and have ready a certificate) shall be entitled without payment within one month after allotment (or, if there is a right of renunciation, the expiry of such right) or lodgement of transfer (as the case may be) to one certificate for all the shares of each class held by him or several certificates each for one or more of his shares of any one class. The Company shall not be obliged to register more than four persons as joint holders of a share and, in any event, the Company shall not be bound to issue more than one certificate for shares held jointly by several persons and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them. As regards any certificate for shares or debentures or other securities of the Company, the Directors may, by resolution, determine that signature thereon be affixed by some method or system of mechanical signature and the Directors may, by resolution, determine that the same be sealed with an official seal for securities pursuant to section 40 of the Act.

10. Where a member (except a Stock Exchange nominee of the nature referred to in article 9) transfers part only of the shares comprised in a share certificate the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu without fee.

11. If a share certificate shall be damaged, defaced, lost, stolen or destroyed, it may be replaced by a new certificate without charge and on delivery up of the certificate or, if lost, stolen or destroyed, on such terms (if any) as to evidence and indemnity and the

payment of any exceptional out-of-pocket expenses of the Company in connection with the request for the new certificate as the Directors think fit..

LIEN

12. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) payable at a fixed time or called in respect of that share and for all the debts and liabilities of a member or his estate to the Company and that whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member and whether the time for the payment or discharge of the same shall have arrived or not and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien on a share shall extend to all dividends or other monies payable thereon or in respect thereof whether or not the same are due and payable. The Directors may at any time declare any share to be wholly or in part exempt from the provisions of this article but that only for a limited period.

13. The Company may sell in such manner as the Directors determine any shares on which the Company has a lien if a sum in respect of which the lien exists is presently payable and is not paid within fourteen clear days after notice in writing has been given to the holder of the share or to the person entitled to it in consequence of the death or bankruptcy of the holder demanding payment and stating that if the notice is not complied with the shares may be sold.

14. To give effect to a sale to satisfy a lien the Directors may authorise some person to execute an instrument of transfer of the shares sold to, or in accordance with the directions of, the purchaser.

15. The net proceeds of the sale, after payment of the costs, shall be applied in payment of so much of the sum for which the lien exists as is presently payable and any residue shall (subject to a like lien for debts and liabilities not presently due and payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES AND FORFEITURE

16. The Directors may make calls upon the members in respect of any monies unpaid on their shares and not by the terms of allotment thereof made payable at fixed times. Each member shall (subject to receiving at least fourteen clear days' notice specifying when and where payment is to be made) pay to the Company as required by the notice the amount called on his shares. A call may be required to be paid by instalments. A call may, before receipt by the Company of any sum due thereunder, be revoked in whole or part and payment of a call may be postponed in whole or part as the Directors may determine.

17. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call is passed.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. If a call remains unpaid after it has become due and payable the person from whom it is due and payable shall pay interest on the amount unpaid from the day it became due and payable until it is paid at such rate (not exceeding twenty per cent per annum) as the Directors may determine from time to time but the Directors may waive payment of the interest wholly or in part.

20. An amount payable in respect of a share on allotment or at any fixed date

pursuant to the terms of allotment thereof shall be deemed to be a call duly made and payable on the date on which by the terms of allotment the same becomes payable and if it is not paid the provisions of the Articles shall apply as if that amount had become due and payable by virtue of a call duly made and notified.

21. The Directors may make arrangements on the allotment of shares for a difference between the holders in the amounts and times of payment of calls on their shares.

22. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the monies due upon his shares beyond the sums actually called up thereon. Such payment in advance of calls shall extinguish pro tanto the liability upon the shares in respect of which it is made and upon the money so received the Company may pay interest at such rate (not exceeding fifteen per cent per annum) as the Member paying such monies and the Directors agree upon.

23. If a call or any instalment thereof remains unpaid after it has become due and payable the Directors may give to the person from whom it is due not less than fourteen clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall name the place where payment is to be made and shall name a further day (not being less than seven days from the date of service of the notice) on or before which payment should be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

24. If the notice aforesaid is not complied with any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors (the date of forfeiture being the date of the resolution of the Directors) and the forfeiture shall include all dividends or other monies payable in

respect of the forfeited share and not paid before the forfeiture. The Directors may accept a surrender of any share liable to be forfeited hereunder.

25. Subject to the provisions of the Statutes, a forfeited or surrendered share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors determine either to the person who was the holder before the forfeiture or surrender or to any other person, and at any time before sale, re-allotment or other disposition, the forfeiture or surrender may be cancelled on such terms as the Directors think fit. Where for the purposes of its disposal a forfeited or surrendered share is to be transferred to any person the Directors may authorise some person to execute an instrument of transfer.

26. A member any or all of whose shares have been forfeited or surrendered shall cease to be a member in respect of them and shall surrender to the Company for cancellation the certificate for the shares forfeited or surrendered but shall remain liable to the Company for all monies which at the date of forfeiture or surrender were presently payable by him to the Company in respect of those shares with interest at the rate at which interest was payable on those monies before the forfeiture or surrender from the date of forfeiture or surrender until payment but the Directors may waive payment wholly or in part or enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender or for any consideration received on their disposal.

27. 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 a 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

28. The instrument of transfer of a share may be in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the transferor and unless the share is fully paid by or on behalf of the transferee. The transferor shall be deemed to remain the holder of the shares concerned until the name of the transferee is entered in the Register in respect thereof.

29. Each transfer of shares shall be registered within fourteen days of receipt by the Company of the instrument of transfer.

30. All instruments of transfer, when registered, may be retained by the Company but 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 other documents on the faith of which entries have been made in the Register and any instructions concerning the payment of dividends or other monies in respect of any share in both cases at any time after the expiration of six years from the date of registration thereof and all share certificates which have been cancelled at any

time after the expiration of one year from the date of the 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 an 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 document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:-

(i) the provisions of this article shall apply only to have 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;

(ii) 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 in any other circumstances which would not attach to the Company but for the provisions of this Article; and

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

31. No fee will be charged by the Company in respect of the registration of any instrument of transfer, confirmation, probate, letters of administration, certificate of marriage or death, 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.

32. Nothing in these Articles shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

33. Subject to the provisions of section 358 of the Act, the registration of transfers may be suspended and the Register closed at such times and for such period as the Directors may from time to time determine and either generally or in respect of any class of shares, provided that the Register shall not be closed for more than thirty days in any year.

TRANSMISSION OF SHARES

34. In case of the death of a member the survivors or survivor where the deceased was a joint holder, and the executors or personal representatives or administrators of the deceased, where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares, but nothing in this article shall release the estate of a deceased member (whether sole or joint) from any liability in respect of any share held by him.

35. (a) Subject to the provisions of the preceding article any person becoming entitled to a share in consequence of the death or bankruptcy of a member may (subject as hereinafter provided), upon such evidence being produced as may from time to time properly be required by the Directors either (i) be registered as holder of the share in a representative capacity or (ii) be registered himself as holder of the share or (iii) transfer such share to some other person.

(b) The intimation to the Company, by or on behalf of any person becoming entitled to a share in accordance with sub-paragraph (a) of this article, of the evidence therein required shall be deemed to be a request by such person to be registered as

holder of the share in a representative capacity unless such person shall otherwise elect as aftermentioned, provided always that such registration shall not impose any personal liability upon such person in respect of the share. If the person so becoming entitled shall elect to be registered himself he shall deliver or send to the Company a notice in writing signed by him stating that he so elects and if he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

36. Save as otherwise provided by or in accordance with the Articles, 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, provided that such person shall not be entitled to receive notice of, attend or vote at any general meetings of the Company until he is registered as the holder of such share.

VARIATION OF RIGHTS

37. Whenever the share capital of the Company is divided into different classes of shares, the rights attached to any class may, subject to the provisions of the Statutes, be varied or abrogated either with the consent in writing of the holders of three-fourths of the issued shares of the 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) and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company and to the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum shall be two persons holding or representing by proxy at least one third in nominal value of the issued shares of the class in question, (but so that if at any adjourned meeting a quorum as above defined is not present any one holder of shares of the class in question present in person or by proxy shall be a quorum) and that any holder of shares of the class present in person or by proxy may demand a poll and that every such holder shall on a poll have one vote for every share of the class held by him. The foregoing provisions of this article shall apply to the variation or abrogation of the rights attached to some only of the shares of any class as if the shares concerned and the remaining shares of such class formed separate classes. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by these Articles or by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

ALTERATION OF SHARE CAPITAL

38. The Company may by ordinary resolution:-

- (a) increase its share capital by such amount to be divided into shares of such amounts as the resolution prescribes;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) sub-divide its shares, or any of them, into shares of a smaller amount than

is fixed by the Memorandum (subject, nevertheless, to the provisions of the Statutes), and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to unissued or new shares;

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

39. Whenever as a result of a consolidation or sub-division of shares pursuant hereto any members would become entitled to fractions of a share, the Directors may settle the same as they think expedient and, in particular, may issue fractional certificates or arrange for the sale of the shares representing the fractions and distribute the net proceeds of sale in due proportion among the members who would have been entitled to the fractions, and the Directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by an irregularity in or invalidity of the proceedings relating to the sale.

40. Subject to the provisions of the Statutes, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

41. 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 convertible shares. Neither the Company nor the Directors shall be required to select the shares to be purchased rateably 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 article.

GENERAL MEETINGS

42. All general meetings other than annual general meetings shall be called extraordinary general meetings.

43. The Directors may whenever they think fit call general meetings and on the requisition of members pursuant to the provisions of the Statutes shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition or, in default, such meeting may be convened by such requisitionists as provided by the Statutes.

NOTICE OF GENERAL MEETINGS

44. An annual general meeting and an extraordinary general meeting at which it is proposed to pass a special resolution shall be called by at least twenty one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen

clear days' notice. Notwithstanding the foregoing, a general meeting may be called by shorter notice if it is so agreed:-

(a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of an extraordinary general meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than ninety five per cent in nominal value of the shares giving that right.

Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, other than such as are not, under the provisions of the Articles, entitled to receive such notices from the Company and to the Auditors.

45. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that general meeting.

46. (a) Every notice calling a general meeting shall specify the place and the day and hour of the meeting, and there shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and on a poll vote instead of him and that a proxy need not be a member of the Company.

(b) In the case of an annual general meeting, the notice shall also specify the meeting as such.

(c) In the case of any general meeting at which a resolution is to be proposed as an extraordinary resolution or as a special resolution the notice shall contain a statement to that effect.

PROCEEDINGS AT GENERAL MEETINGS

47. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two persons personally present and entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a corporation, shall be a quorum.

48. If such quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine.

49. The chairman, if any, of the board of Directors, or in his absence some other Director nominated by the Directors, shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act the Directors present shall elect one of their number to be chairman and if there is only one Director present and willing to act he shall be chairman.

50. If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

51. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.

52. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and

from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Otherwise it shall not be necessary to give any such notice.

53. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Statutes, a poll may be demanded:-

- (a) by the chairman; or
- (b) in writing by at least three members having the right to vote at the meeting; or
- (c) in writing by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (d) in writing by a member or members holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; and a demand by a person as proxy for a member shall be the same as a demand by the member.

54. Unless a poll is duly demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by particular majority or lost or not carried by a particular majority and an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

55. The demand for a poll may, before the poll is taken, be withdrawn but only with

the consent of the chairman, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

56. A poll shall be taken as the chairman directs (but shall be so taken within fourteen days) and he may, and shall if so directed by the meeting, appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

57. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

58. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman may direct. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. No notice need be given of a poll not taken forthwith.

VOTES OF MEMBERS

59. Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote shall have one vote, and on a poll every member who is present in person or by proxy or (being a corporation) is present by a duly authorised representative shall have one vote for every share of which he is the holder.

60. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint

holders. Seniority shall be determined by the order in which the names of the holders stand in the Register.

61. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised, and in default the right to vote shall not be exercisable.

62. No member, unless the Directors otherwise determine, shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the Company, either in person or by proxy, in respect of any share held by him unless all monies presently payable by him in respect of that share have been paid.

63. Without prejudice to the provisions of article 62, no member shall, unless the Directors otherwise determine, be entitled in respect of shares held by him 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 he or any person appearing to be interested in such shares 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 within the period of twenty eight days from the date of such notice. For the purpose of

this article, a person shall be treated as appearing to be interested in any shares if the member holding such shares has given to the Company a notification under the said section 212 which fails to establish the identities of those interested in the shares and if (after taking into account the said notification and any other relevant section 212 notification) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares.

64. No objection shall be raised to the admissibility of any vote except at the meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

65. On a poll votes may be given either personally or by proxy. On a poll a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy need not be a member. A member may appoint more than one proxy to attend on the same occasion.

66. The instrument appointing a proxy shall be in writing in any usual or common form or in any other form which the Directors may prescribe or accept and:-

(a) in the case of an individual, shall be signed by the appointer or by his attorney; and

(b) in the case of a corporation, shall be signed on its behalf by an attorney or a duly authorised officer of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer. The signature on such instrument need not be witnessed.

67. The instrument appointing a proxy and the power of attorney or other authority,

if any, under which it is signed shall be deposited at the Office (or at such other place or one of such places (if any) as may be specified for that purpose in the notice convening the meeting) not less than forty eight hours before the time appointed for the holding of the meeting or, in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default shall not be treated as valid. 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 in relation to any subsequent meetings to which it relates. When two or more valid but differing instruments of proxy are delivered in respect of the same share for use at the same meeting the one which is last delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last delivered, none of them shall be treated as valid in respect of that share.

68. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit 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.

69. A vote cast in accordance with the terms of the instrument of 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 Transfer Office at least one hour before the

commencement of the meeting or adjourned meeting or the time appointed for the taking of the poll at which the vote is cast.

CORPORATIONS ACTING BY REPRESENTATIVES

70. Any corporation which is a member of the Company may, by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual member of the Company and such corporation shall, for the purposes of these Articles, be deemed to be present in person at any such meeting if a person so authorised is present thereafter.

DIRECTORS

71. Unless otherwise determined by ordinary resolution, the number of Directors shall be not less than four nor more than ten.

72. A Director shall not be required to hold any shares of the Company to qualify him to act as such Director. A Director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings of the Company.

73. The remuneration of the Directors as such shall be such as may from time to time be determined by the Company in general meeting. Such remuneration shall be deemed to accrue from day to day and shall be divisible among the Directors as they may by resolution agree or, failing such agreement, equally. Notwithstanding the foregoing provisions of this article, the Directors (who are not managing or executive directors) shall be paid such remuneration by way of fees as the Directors may

determine save that, unless the Company in general meeting may otherwise determine, the aggregate of such fees shall not exceed £50,000 per annum.

74. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or which he may otherwise incur in or about the business of the Company.

75. Any Director who is appointed to any executive office or who otherwise performs any special or professional services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director in or about the business of the Company may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine.

76. The Directors may entrust to and confer upon any Director 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.

DISQUALIFICATION OF DIRECTIONS

77. The office of a Director shall be vacated in any of the following events, namely:-

- (a) if he ceases to be a Director by virtue of section 293 of the Act;
- (b) if he shall become prohibited by law from acting as a Director;
- (c) if by notice in writing to the Company he resigns his office;
- (d) if he shall have a receiving order made against him, become bankrupt, execute a trust deed for behoof of his creditors or shall compound with his creditors generally;

- (e) if he shall become of unsound mind or otherwise incapax;
- (f) if he shall be absent from meetings of the Directors for a continuous period of six months without leave and the Directors shall resolve that his office is vacated;
- (g) if he is removed from office as provided in article 82; or
- (h) if he is requested in writing by all the other Directors to resign.

RETIREMENT OF DIRECTORS

78. At each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office. The Directors to retire by rotation shall include (so far as necessary to obtain the number required) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected 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.

79. The Company at the meeting at which a Director retires under any provision of these Articles may by ordinary resolution fill the office being vacated by electing thereto the retiring Director or some other person eligible for appointment. In default, the retiring Director shall be deemed to have been re-elected except in any of the following cases:-

- (a) where at such meeting it is expressly resolved not to fill such office or a resolution for the re-election of such Director is put to the meeting and lost;
- (b) where such Director has given notice in writing to the Company that he is

unwilling to be re-elected;

(c) where the default is due to the moving of a resolution in contravention of article 80.

The retirement shall not have effect until the conclusion of the meeting or any adjournment thereof except where a resolution is passed to elect some other person in the place of the retiring Director or a resolution for his re-election is put to the meeting and lost and accordingly a retiring director who is re-elected or deemed to have been re-elected will continue in office without break.

APPOINTMENT OF DIRECTORS

80. A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any general meeting unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being given against it and any resolution moved in contravention of this provision shall be void.

81. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election or unless special notice has been given of a resolution to appoint that person as a Director in place of a Director intended to be removed by ordinary resolution pursuant to article 82, be eligible for appointment as a Director at any general meeting unless, not less than seven nor more than forty two days before the day appointed for the meeting, there shall have been left at the Office notice in writing signed by some member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

82. The Company may, in accordance with and subject to the provisions of the

Statutes, by ordinary resolution of which special notice has been given remove any Director (including a Director holding any executive office) from office, notwithstanding any provision of these Articles or of any agreement between the Company and such Director, but without prejudice to any claim he may have for damages for breach of any such agreement, and appoint another person in place of a Director so removed from office and any person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy arising upon the removal of a Director from office may be filled by the Directors as a casual vacancy.

83. The Directors shall have power at any time and from time to time to appoint any person to be a Director 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 by or in accordance with the Articles. Any Director so appointed shall hold office only until the next annual general meeting and shall then be eligible for election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

ALTERNATE DIRECTORS

84. A Director may from time to time by writing under his hand appoint any other Director to be his alternate and every such alternate shall be entitled generally to have and exercise all the powers, rights, duties and authorities (except as regards power to appoint an alternate) of the Director appointing him in the absence of such appointer. Any Director acting as an alternate shall have an additional vote for each Director for

whom he acts as alternate. A Director may at any time revoke the appointment of his alternate and appoint another Director in his place, and if a Director shall die or cease to hold the office of Director the appointment of his alternate shall thereupon cease and determine; provided that, if any Director retires by rotation but is re-elected by the meeting at which his retirement took effect, any appointment made by him pursuant to this article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired. Any revocation under this Article shall be effected by notice in writing under the hand of the Director making the same and any such notice if left at the Office shall be sufficient evidence of such revocation.

85. Every Director acting as an alternate Director shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. Any such alternate Director shall be entitled to receive from the Company such proportion (if any) of the remuneration otherwise payable to his appointer by way of remuneration for his services as a Director as the appointer may be notice in writing to the Company from time to time direct but save as aforesaid shall not in respect of such appointment be entitled to receive any remuneration from the Company.

EXECUTIVE DIRECTORS

86. The Directors may from time to time appoint one or more of their number to be the holder of any executive office (including, where considered appropriate, the office of managing director) for such period and upon such terms as they think fit and may vest in any such Director or Directors such of the powers vested in the Directors as they may think fit and such powers may be made exercisable for such period or periods

and upon such conditions and subject to such restrictions and generally upon such terms as to remuneration and otherwise as they may determine and, without prejudice to any existing contract, the Directors may revoke any such appointment. The remuneration of a Director appointed to hold an executive office may be by way of salary, commission, percentage of profits or otherwise as may be arranged.

87. A Director appointed to hold an executive office shall be subject to the same provisions as to retirement, disqualification and removal as the other Directors of the Company and if he ceases to hold the office of Director he shall, ipso facto and immediately, cease to hold the executive office to which he has been appointed unless the contract or resolution under which he holds such office shall expressly provide otherwise, but always without prejudice to any claim for damages which he may have for any breach of any contract of service between him and the Company.

PROCEEDINGS OF DIRECTORS

88. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes. In case of an equality of votes the chairman of the meeting 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 board meeting shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose. It shall not be necessary to give notice of a meeting to any Director for the time being absent from the United Kingdom. The Directors may conduct their proceedings by telephone and any reference to a meeting of Directors (or of a committee of Directors) in the

Articles shall include any such proceedings conducted by telephone. Any such proceedings shall be minuted and the Minutes shall be signed by each Director participating in the telephone call as a record of the proceedings. Such 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 then is.

89. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. A meeting of the Directors at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the Directors.

90. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company (including such a contract with a person connected with him within the meaning of section 346 of the Act) shall declare the nature of his interest in accordance with the provisions of the Statutes. The expression "contract" for the purposes of this article shall be deemed to include any transaction or arrangement whether or not constituting a contract.

91. (a) Save as herein provided, a Director shall not vote in respect of any contract, transaction or arrangement or any other proposal whatsoever in which he has any material interest otherwise than by virtue of his interests in shares or debentures or other securities of or otherwise in or through the Company. A Director shall not be counted in the quorum at a meeting in relation to any resolution on which he is debarred from voting.

(b) In the absence of any material interest, other than as indicated below, a Director shall be entitled to vote (and be counted in the quorum) in respect of any resolution concerning any of the following matters, namely:-

(i) the giving of any security or indemnity to him in respect of money lent or obligations incurred by him at the request of or for the benefit of the Company or any of its subsidiaries;

(ii) the giving of any security or indemnity 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 giving of security;

(iii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any of its subsidiaries for subscription or purchase in which offer he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;

(iv) any proposal concerning any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he is not the holder of (otherwise than as nominee for the Company or any of its subsidiaries) or beneficially interested in one per cent or more of any class of the equity share capital of such company (or of any third company through which his interest is derived) or the voting rights available to members of the relevant company (any such interest being deemed for the purpose of this Article to be a material interest in all circumstances);

(v) any proposal concerning the adoption, modification or operation of a superannuation fund or retirement benefits scheme under which he may benefit and which has been approved by or is subject to and conditional upon approval by the board of Inland Revenue for taxation purposes and which does not accord to any Director as such, any material privilege or advantage not generally accorded to the employees to

whom such superannuation fund or retirement benefits scheme relates;

(vi) any proposal concerning the adoption, modification or operation of a share incentive scheme, share option scheme or any other arrangement for the benefit of employees (including full-time executive directors of the Company and any of its subsidiaries) which does not accord to any Director as such any material privilege or advantage not generally accorded to the employees to whom such scheme or arrangement relates.

(vii) any proposal by the Company to maintain or purchase insurance for the benefit of Directors or for the benefit of persons including Directors.

(c) 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 may be divided and considered in relation to each Director separately and in such case each of the Directors concerned (if not debarred from voting under sub-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.

(d) If any question shall arise at any meeting as to the materiality of a Director's interest or 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. If any question shall arise in respect of the chairman of the meeting the question shall be decided by a resolution of

the board (for which purpose the chairman shall be counted in the quorum but shall not vote on the matter) and the resolution shall be conclusive except in a case where the nature or extent of the interest of the chairman (so far as it is known to him) has not been fairly disclosed to the board.

(e) 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.

92. (a) A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.

(b) Any Director may act by himself or his firm in a professional capacity for the Company and he or his 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 his firm to act as Auditor to the Company.

93. The continuing Directors may act notwithstanding any vacancies in their body, but if and so long as the number of Directors is reduced below the minimum number

fixed by or in accordance with these Articles the continuing Directors or Director may act for the purpose of filling up such vacancies or of summoning general meetings of the Company, but not for any other purpose. If there be no Directors or Director able or willing to act then any two members may summon a general meeting for the purpose of appointing Directors.

94. The Directors may from time to time elect one of their number to be chairman and, if they think fit, one or more of their number to be deputy-chairman or deputy-chairmen or vice-chairman or vice-chairmen of the Directors and may determine the periods for which they respectively are to hold office. The chairman, or in his absence a deputy-chairman or a vice-chairman, shall preside at meetings of the Directors but if at any meeting neither the chairman nor a deputy-chairman nor a vice-chairman is present within five minutes after the time appointed for holding the same the Directors present shall choose one of their number to be Chairman of such meeting.

95. A resolution in writing signed by all the Directors shall be as effective as a resolution passed at a meeting of the Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.

96. The Directors may delegate any of their powers to committees consisting of such two or more members of their body as they think fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations which may from time to time be imposed by the Directors.

97. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Directors so far as the same are applicable.

98. All acts done by any meeting of Directors, or of a committee of Directors, or any person acting as a Director, shall as regards all persons dealing in good faith with the Company, notwithstanding that there was some defect in the appointment or continuance in office 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 and had continued to be a Director and had been entitled to vote.

BORROWING POWERS

99. (A) 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, subject to section 80 of the Act, 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; Provided that the aggregate amount at any one time owing by the Group (which expression in this article means and includes the Company and all its subsidiaries for the time being) in respect of monies borrowed by it or them or any of them (exclusive of monies borrowed by any of such companies from any other of such companies) shall not at any time, without the previous sanction of the Company in general meeting, exceed an amount equal to the aggregate of the following sums ("the adjusted capital and reserves"):-

(a) the amount for the time being paid up or credited as paid up on the issued share capital of the Company; and

(b) the aggregate amount standing to the credit of the consolidated capital and revenue reserves (including, without limitation, any share premium account, capital redemption reserve fund, debenture stock sinking fund, property revaluation

surplus account and profit and loss account) of the Company and its subsidiaries; and

(c) the amounts standing to the credit of government grants, deferred revenue account or other accounts of a similar nature of the Group;

all as shown in the latest audited consolidated balance sheet of the Company and its subsidiaries (or, if no such audited consolidated balance sheet then exists, as shall be certified by the Auditors) but:-

(i) adjusted as may be necessary or appropriate to reflect any variations since the date of such balance sheet in interests in subsidiaries or in the amount of the paid up share capital, share premium account, capital redemption reserve fund and property revaluation surplus account of the Company and/or its subsidiaries and so that for this purpose if the Company proposes to issue or has issued any shares for cash, and the issue has been underwritten, then the amount (including any premium) of the subscription monies so underwritten (not being monies payable later than three months after the date the underwriting becomes unconditional) shall be deemed to have been paid up at the date when the underwriting becomes unconditional;

(ii) excluding any sums attributable to outside interests in subsidiaries;

(iii) deducting any distributions to persons other than a member of the Group (other than dividends paid out of profits earned since the date of such balance sheet) in cash or specie made since that date and not provided for in such balance sheet;

(iv) deducting therefrom the amount of any debit balance on the consolidated profit and loss account of the Company and its subsidiaries;

(v) making such other adjustments (if any) as the Auditors of the Company may consider appropriate.

(B) For the purposes of this article 99:-

(a) any company which it is proposed shall become a subsidiary contemporaneously with any relevant transaction shall be treated as if it had already become a subsidiary; and

(b) the expression "monies borrowed" shall include the following to the extent not otherwise taken into account:-

(i) the nominal amount of any issued share capital (not being equity share capital) of any subsidiary owned otherwise than by a member of the Group;

(ii) the nominal amount of any share capital and the principal amount of any borrowings or debentures, the repayment whereof is guaranteed by a member of the Group;

(iii) the principal amount of all debentures or loan capital issued by any member of the Group; and

(iv) the amount outstanding in respect of acceptances by any member of the Group not being acceptances in relation to the purchase of goods in the ordinary course of business or under acceptance credits granted by any bank or accepting house on behalf of any member of the Group;

but shall not include:-

(i) amounts borrowed for the purpose of repaying monies borrowed by any member of the Group and for the time being outstanding provided they are so applied within six months of being borrowed;

(ii) the proportion of monies borrowed by any partly owned subsidiary which is equivalent to the proportion of its equity share capital not

attributable to the Company.

(C) The certificate of the Auditors for the time being of the Company as to the amount of the adjusted capital and reserves and the amount of any monies borrowed at any time shall be conclusive and binding on all concerned.

(D) No person dealing with the Company or any of its subsidiaries shall, by reason of the foregoing provisions, be concerned to see or inquire whether the said limits are observed and no debt incurred or security given in excess of such limits shall be invalid or ineffectual unless the lender or the recipient of the security had at the time when the debt was incurred or security given express notice that the said limits had been or would thereby be exceeded.

GENERAL POWERS OF DIRECTORS

100. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not by the Statutes or by these Articles required to be exercised by the Company in general meeting subject nevertheless to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by special resolution of the Company, but no regulation so made by the Company shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this article shall not be limited or restricted by any special authority or power given to the Directors by any other article.

101. The Directors may, from time to time and at any time, by power of attorney or otherwise, appoint any company, firm or person or any fluctuating 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 the Articles) and for such period and subject to such conditions as they may think fit and any such power 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 them.

102. The Company may exercise the powers conferred by the Statutes with regard to having an official seal for use abroad and such powers shall be vested in the Directors.

103. Subject to the Statutes, the Company or the Directors on behalf of the Company may cause to be kept in any territory outside the United Kingdom a dominion register of members resident in such territory, and the Directors may make and vary such regulations as they may think fit respecting the keeping of any such register.

104. All cheques, promissory notes, drafts, bills of exchange and other negotiable or transferable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

105. Without restricting the generality of the foregoing powers the Directors may give or award pensions, annuities, gratuities and superannuation or other allowances or benefits to any persons who are or have at any time been executive Directors of or employed by or in the service of or (with the approval of an Ordinary Resolution of the Company) non-executive Directors of the Company or of any company which is a subsidiary company of or allied or associated with the Company or any such subsidiary and to the wives, widows, children and other relatives and dependants of any such persons and may set up, establish, support and maintain pension, superannuation and

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 and so that any Director shall be entitled to receive and retain for his own benefit any such pension, annuity, gratuity, allowance or other benefit (whether under any such fund or scheme or otherwise).

106. Subject to the Statutes, the Secretary shall be appointed by the Directors on such terms and for such period as they may think fit. Any Secretary so appointed may at any time be removed from office by the Directors but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

107. Any provision of the Statutes or of 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.

AUTHENTICATION OF DOCUMENTS

108. Any Director or the Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Office the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Directors as aforesaid. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid, shall be conclusive evidence in favour of all persons dealing with

the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such document or extract is a true and accurate record of proceedings at a duly constituted meeting.

DIVIDENDS

109. Subject to the provisions of the Statutes, the Company may by ordinary resolution declare dividends but no dividend or interim dividend shall be payable except out of the profits of the Company available for the purpose or in excess of the amount recommended by the Directors. Unless and to the extent that the rights attached to any shares or the terms of allotment thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amount paid on the shares during any portion or portions of the period in respect of which the dividend is paid. For the purposes of this article, no amount paid on a share in advance of calls shall be treated as paid on the share.

110. If and so far as in the opinion of the Directors the profits of the Company justify such payments, the Directors may pay the fixed dividends on any class of shares carrying a fixed dividend expressed to be payable on fixed dates on the half-yearly or other dates prescribed for the payment thereof and may also from time to time pay interim dividends on shares of any class of such amounts and on such dates and in respect of such period as they think fit. If the Directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer in consequence of the payment of an interim dividend on any shares having non-preferred or deferred rights.

111. Subject to the provisions of the Statutes, where any asset, business or property is

bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Directors, in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof.

112. No dividend or other monies payable on or in respect of a share shall bear interest as against the Company.

113. The Directors may deduct from any dividend or other monies payable to any member on or in respect of a share all sums of money (if any) presently due and payable by him to the Company on account of calls or otherwise in relation to shares of the Company.

114. The Directors may retain any dividend or other monies payable on or in respect of a share on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liability or engagements in respect of which the lien exists.

115. The payment by the Directors of any unclaimed dividend or other monies payable on or in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof.

116. Any dividend unclaimed after a period of twelve years from the date such dividend became due for payment shall be forfeited and shall revert to the Company.

117. Any dividend or other monies payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled thereto (or, if two or more persons are registered as joint holders of

the share or are entitled thereto in consequence of the death or bankruptcy of the holder, to any one of such persons) or to such person and such address as such member or person or persons may by writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct, and payment of the cheque or warrant by the banker upon whom it is drawn shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

118. If two or more persons are registered as joint holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other monies payable or properly distributable on or in respect of the share.

119. Any general meeting declaring a dividend may, upon the recommendation of the Directors, by ordinary resolution direct payment or satisfaction of the dividend wholly 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 the direction and where any difficulty arises in regard to the distribution the Directors may settle it as they think expedient, and in particular may issue fractional certificates or authorise any person to sell and transfer any fractions, or may ignore fractions altogether, and may fix the value for distribution purposes of any specific assets to be distributed, 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 members, and may vest any specific assets to be distributed in trustees as may seem expedient to the Directors.

RESERVES

120. The Directors may, before recommending any dividend whether preferential or otherwise, 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 any such 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 which they may think it not prudent to distribute.

CAPITALISATION OF PROFITS AND RESERVES

121. (a) The Company may, upon the recommendation of the Directors by ordinary resolution, resolve that any sum (not required for the payment or provision of any fixed cumulative preferential dividend) for the time being standing to the credit of any reserve fund or reserve account of the Company (including any share premium account and any capital redemption reserve fund) or standing to the credit of profit and loss account or otherwise available for distribution be capitalised, and accordingly that the Directors be authorised and directed to appropriate such sum to the ordinary shareholders in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends on the ordinary shares and to apply such sum on their behalf either in or towards paying up the amounts (if any) for the time being unpaid on any shares held by them respectively or in paying up in full unissued shares or debentures of the Company of a nominal amount equal to

such sum, such shares or debentures to be allotted and distributed credited as fully paid up to and amongst them in the proportions aforesaid or partly in one way and partly in the other: Provided that share premium account and capital redemption reserve fund may only be applied hereunder in the paying up of unissued shares to be allotted credited as fully paid.

(b) The Company may likewise upon the recommendation of the Directors by ordinary resolution resolve that any sum not so required for the payment or provision of any fixed cumulative preferential dividend and for the time being standing to the credit of any of such funds or accounts of the Company as are specified in paragraph (a) of this article but which is not available for distribution be capitalised by applying such sum in paying up in full unissued shares of the Company of a nominal amount equal to such sum, such shares to be allotted and distributed credited as fully paid up shares to and amongst the ordinary shareholders in the proportions in which such sum would have been divisible amongst them had the same been applied or been applicable in paying dividends on the ordinary shares.

122. Whenever such resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the sum resolved to be capitalised thereby and all allotments and issues of fully paid shares or debentures (if any) and generally shall do all acts and things required to give effect thereto with full power to the Directors to make such provisions as they think fit in the case of shares or debentures becoming distributable in fractions (including provisions whereby the benefits of fractional entitlements accrue to the Company rather than to the members concerned) and also to authorise any person to enter on behalf of all the members into an agreement with the Company providing for the allotment credited as fully paid up of

any shares or debentures 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 shares, and any agreement made under such authority shall be effective and binding on all concerned.

RECORD DATES

123. Notwithstanding any other provisions of these Articles, the Company or the Directors may fix any date as the record date for any dividend, distribution, allotment or issue and such record date may be on or at any time before or after any date on which such dividend, distribution, allotment or issue is declared, paid or made.

MINUTES AND BOOKS

124. The Directors shall cause minutes to be made in books to be 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 Directors and of any committee of Directors; and
- (c) of all resolutions and proceedings at all meetings of the Company and of any class of members of the Company, and of the Directors and of committees of Directors.

125. Any such minutes, if signed by the chairman of the meeting to which they relate or at which they are read, shall be received as prima facie evidence of the facts therein stated.

126. The Directors shall duly comply with the provisions of the Statutes and in

particular the provisions in regard to registration of charges created by or affecting property of the Company, in regard to keeping a register of Directors and Secretaries, a register of members, a register of mortgages and charges, and a register of Directors' share and debenture holdings and in regard to the production and furnishing of copies of such registers and of any register of holders of debentures of the Company.

127. Any register, index, minute book, book of account or other book required by these Articles or the Statutes to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

ACCOUNTS

128. The Directors shall cause to be kept such books of account as are necessary to comply with the provisions of the Statutes. The books of account shall be kept at the Office, or at such other place within Great Britain as the Directors think fit, and shall always be open to the inspection of the Directors. No member (other than a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Directors.

129. The Directors shall from time to time in accordance with the provisions of the Statutes cause to be prepared and to be laid before a general meeting of the Company such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary.

130. A printed copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company (including every document required by law to be attached or annexed thereto) shall, not less than twenty one days before the

date of the meeting, be sent to every member of and every holder of debentures of the Company and to every other person who is entitled to receive notices of meetings of the Company under the provisions of the Statutes or of the Articles. This article shall not require a copy of these documents to be sent to more than one of the joint holders or to any person who is not entitled to receive notices of meetings and of whose address the Company is not aware, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Office. Whenever a listing on any Stock Exchange for all or the of the shares or debentures of the Company shall for the time being be in force there shall be forwarded to the appropriate officer of the Stock Exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

AUDITOR

131. Subject to the provisions of the Statutes, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

132. The Auditor shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which a member is entitled to attend and to be heard at any general meeting on any part of the business of the meeting which concerns him as Auditor.

NOTICES

133. Any notice or document (including a share certificate) may be served on or delivered to any member of the Company either personally or by sending it through the post in a prepaid cover addressed to such member at his registered address or (if he has

no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Company as his address for the service of notices. Where a notice or other document is served or sent by post, service or delivery shall be deemed to be effected at the expiration of twenty four hours after the time when the envelope containing the same is posted and in proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed, stamped and posted.

134. In respect of joint holdings, all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be sufficient notice to all the joint holders.

135. Subject to the provisions of these Articles, a person entitled to a share in consequence of the death or bankruptcy of a member upon such evidence being produced as may from time to time properly be required by the Directors and upon supplying 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 or left at the registered address of any member in pursuance of these Articles 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 joint holder.

136. A member who (having no registered address within the United Kingdom) has not supplied to the Company an address within the United Kingdom for the service of notices shall not be entitled to receive notices from the Company.

137. If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Company is unable effectively to convene a general meeting by notice sent through the post, a general meeting may be convened by a notice advertised in at least one daily newspaper with a national circulation, and in that event the notice shall be deemed to have been served on all persons who are entitled to have notice of the meeting served upon them, on the day when the advertisement appears. If at least six clear days prior to the meeting the posting of notices to addresses throughout the United Kingdom has again become practicable, the Company shall send confirmatory copies of the notice by post to the persons entitled to receive them.

UNTRACED SHAREHOLDERS

138. The Company may sell any shares in the Company on behalf of the holder of or person entitled by transmission to the shares by instructing a member of the Stock Exchange to sell them in accordance with the best practice then obtaining if:-

(i) the shares have been in issue throughout the qualifying period (as defined below) and at least three cash dividends have become payable on the shares during the qualifying period; and

(ii) no cash dividend payable on the shares has either been claimed by presentation to the paying bank of the relative cheque or warrant or been satisfied by the transfer of funds to a bank account designated by the holder of, or person entitled by transmission to the shares at any time during the relevant period; and

(iii) so far as any Director of the Company at the end of the relevant period is

then aware, the Company has not at any time during the relevant period received any communication from the holder of or person entitled by transmission to the shares; and

(iv) the Company has caused two advertisements to be published, one in a daily newspaper with a national circulation and the other in a newspaper circulating in the area of the address of the holder of, or person entitled by transmission to, the shares shown in the Register, giving notice of its intention to sell the shares and a period of three months has elapsed from the date of publication of the advertisements or of the last of the two advertisements to be published if they are published on different dates; and

(v) the Company has given notice to the quotations department of the Stock Exchange of its intention to make the sale.

For the purpose of this article:

"the qualifying period" means the period of twelve years immediately preceding the date of publication of the advertisements referred to in sub-paragraph (iv) above, or of the first of the two advertisements to be published if they are published on different dates; and

"the relevant period" means the period beginning at the commencement of the qualifying period and ending on the date when all the requirements of sub-paragraphs (i) to (v) above have been satisfied.

If during any relevant period further shares have been issued in right of those held at the beginning of that relevant period or of any previously so issued during that relevant period and all the requirements of sub-paragraphs (ii) to (v) above have been satisfied in regard to the further shares, the Company may also sell the further shares.

To give effect to any sale of shares pursuant to this article the Directors may

authorise some person to transfer the shares in question, and an instrument of transfer executed by that person shall be as effective as if it had been executed by the holder of or person entitled by transmission to the shares. The purchaser shall not be bound to see to the application of the purchase monies nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of sale shall belong to the Company and, upon their receipt, the Company shall become indebted to the former holder of or person entitled by transmission to the shares for an amount equal to the net proceeds. No trust shall be created in respect of the debt and no interest shall be payable in respect of it.

139. The Company may cease sending dividend cheques or warrants to any holder of, or person entitled by transmission to the shares if any dividend, cheques or warrants sent to such holder or person previously have been returned, undelivered or left uncashed on two or more consecutive occasions or, following one such occasion, reasonable enquiries have failed to establish any new address of the registered holder.

WINDING UP

140. If the company shall be wound up (whether the liquidation is voluntary, under supervision, or by the court) the liquidator may, with the authority of an extraordinary resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members and as between different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the

liquidator with the like authority shall think fit and the liquidation of the Company may be closed and the Company dissolved but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

INDEMNITY

141. Subject to the provisions of and so far as may be permitted by the Statutes, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

142. Subject to the provisions of the Statutes, the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors or the Secretary of the Company including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company.

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SEMPLE COCHRANE PLC
ARTICLES OF ASSOCIATION

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