

THE COMPANIES ACT

COMPANY LIMITED BY SHARES**Memorandum**

AND

Articles of Association

OF

Unilever U.K. Holdings Limited

Incorporated the

8th day of July, 1882





CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 17049

I hereby certify that

UNILEVER (U.K. COMPANIES) LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

UNILEVER U.K. HOLDINGS LIMITED

Given under my hand at Cardiff the 31ST MAY 1978

[Signature]
1978

Assistant Registrar of Companies

No. 17,049 C.



N.L. 16,492.

Certificate of Incorporation
OF THE
NATIONAL AFRICAN COMPANY, LIMITED.

I hereby Certify that THE NATIONAL AFRICAN COMPANY,
LIMITED, is this day Incorporated under the Companies Acts, 1862
to 1880, and that this Company is LIMITED.

Given under my hand, at London, this eighth day of July
One thousand eight hundred and eighty-two.

W. H. COUSINS,

Registrar of Joint Stock Companies.

Fee £50 : 0 : 0



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 17049

I hereby certify that

THE NIGER COMPANY LIMITED

having by special resolution and with the approval of the Secretary of State changed its name, is now incorporated under the name of

UNILEVER (U.K. COMPANIES) LIMITED

Given under my hand at Cardiff the 16TH FEBRUARY 1977

D. A. Pendlebury

D. A. PENDLEBURY

Assistant Registrar of Companies

No. 17,049 C.



Certificate of Change of Name
OF
THE ROYAL NIGER COMPANY.
CHARTERED AND LIMITED.

I hereby Certify that THE ROYAL NIGER COMPANY,
CHARTERED AND LIMITED, having, with the sanction of a Special
Resolution of the said Company, and with the approval of the Board
of Trade, changed its name, is now called THE NIGER COMPANY,
LIMITED, and I have entered such new name on the Register
accordingly.

Given under my hand, at London this first day of January,
One thousand nine hundred.

J. S. PURCELL,
Registrar Joint Stock Companies.

Certificate of Incorporation

OF

THE ROYAL NIGER COMPANY,
CHARTERED AND LIMITED.

No. 17,049 C.



N.L. 16,492.

CHANGE OF NAME.

I hereby Certify that THE NATIONAL AFRICAN COMPANY, LIMITED, having, with the sanction of a Special Resolution of the said Company, and with the approval of the Board of Trade, changed its name, is now called THE ROYAL NIGER COMPANY, CHARTERED AND LIMITED, and I have entered such new name on the Register accordingly.

Given under my hand, at London, this twenty-first day of August, One thousand eight hundred and eighty-six.

ERNEST CLEAVE,

Assistant-Registrar of Joint Stock Companies.

UNILEVER U.K. HOLDINGS LIMITED

MEMORANDUM AS TO ALTERATIONS FROM TIME TO
TIME IN THE REGULATIONS AND CONSTITUTION OF
THE COMPANY.

8th July, 1882.—The Company was incorporated under the Companies Acts, 1862 to 1880, as The National African Company, Limited, with the Capital of £1,000,000 in 100,000 Shares of £10 each.

18th July and 9th August, 1883.—Special Resolutions altering the Articles of Association.

10th July, 1886.—Royal Charter granted to the Company.

3rd and 18th August, 1886.—Special Resolutions accepting the Royal Charter and changing the name of the Company to "The Royal Niger Company, Chartered and Limited," and altering the Articles of Association.

21st August, 1886.—Certificate of Change of Name.

26th July and 12th August, 1889.—Special Resolutions dealing with £250,000 Niger Territories Inscribed Stock and altering the Articles of Association.

13th and 28th July, 1893.—Special Resolutions increasing the Capital to £1,100,000 in Shares of £10 each, and altering the Articles of Association.

23rd August and 7th September, 1899.—Special Resolutions altering the Articles of Association, giving power to reduce Capital, and changing the Name of the Company to "The Niger Company, Limited."

3rd and 27th October, 1899.—Special Resolutions reducing the Capital from £1,100,000 to £319,760 in 319,760 Shares of £1 each.

1st January, 1900.—Surrender of the Royal Charter of 10th July, 1886.

1st January, 1900.—Certificate of Change of Name.

29th March, 1901.—Certificate of Registration of Order of the High Court of Justice (Chancery Division), sanctioning Reduction of Capital and approving following Minute:—

" March 11th, 1901.

"The Capital of The Niger Company, Limited, henceforth is £319,760, divided into 319,760 Shares of £1 each, instead of the former Capital of £1,100,000, divided into 110,000 Shares of £10 each.

" At the time of the Registration of this Minute, 246,840 of the said £1 Shares, numbered 1 to 246,840, both numbers inclusive, have been issued and have been and are to be deemed fully paid up, and the remaining 72,920 £1 Shares, numbered 246,841 to 319,760, both numbers inclusive, are unissued, and nothing has been or is to be deemed paid up in respect of any such unissued Shares."

2nd and 18th April, 1901.—Special Resolutions increasing the Capital to £500,000 in 500,000 Shares of £1 each, and altering the Articles of Association.

6th and 24th March, 1914.—Special Resolutions increasing the Capital to £3,000,000 in 3,000,000 Shares of £1 each, and adopting new Articles of Association to the exclusion of and in substitution for all the then existing Articles and Regulations of the Company.

2nd June 1920 - Extraordinary Resolution passed at an Extraordinary General Meeting of Shareholders of the 6% Pref. Shares sanctioning the Increase of Capital by the Creation of 7,000,000 further Preference shares of £1 each.

9th June 1920 - Extraordinary Resolution passed at a Separate General Meeting of the Ordinary Shareholders sanctioning the Increase of Capital by the Creation of 7,000,000 further Preference Shares of £1 each.

2nd and 18th June 1920 - Special Resolutions increasing the Capital to £10,000,000 by the creation of 7,000,000 Preference Shares and altering the Articles of Association.

14th and 20th December 1921 - Special Resolutions dealing with the issue of 3,000,000 10% Non Cumulative Preference Shares and altering the Articles of Association.

22nd April and 7th May 1925 - Special Resolution dealing with 8% Preference Shares and share capital (Article 4).

22nd July 1931 - Special Resolutions dealing with Ordinary Shares and altering Articles of Association.

24th March 1947 - Special Resolution converting Company into a Private Company and altering Articles of Association.

29th September 1958 - Ordinary Resolution reconverting £2,186,399 ordinary stock into 2,186,399 shares of £1 each.

30th November 1973 - Special Resolution altering Articles of Association.

20th January 1977 - Special Resolution changing name to Unilever (U.K. Companies) Limited.

10th May 1978 - Special Resolution changing name to Unilever UK Holdings Limited.

7th November 1984 - Ordinary Resolution increasing the limit imposed on the directors to borrow money by Article 79 of table A as amended by Clause 10 of the Articles of Association of the Company to £500,000,000.

10th December 1997 - Special Resolution amending the Memorandum of Associations by adoption of new objects.

Copy of Original Memorandum of Association

THE COMPANIES ACTS, 1862 TO 1880

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

UNILEVER U.K. HOLDINGS LIMITED

1. The Name of the Company is UNILEVER U.K. HOLDINGS LIMITED

Incorporated as
National African
Company Ltd. see
Certs of Change
of Name attached.

2. The Registered Office of the Company will be situate in
England.

3. The Objects for which the Company is established are:-

- (a) to carry on business, and to act as merchants, bankers, traders, commission agents, shipowners, carriers, or in any other capacity, in the United Kingdom, Africa, or elsewhere; and to import, export, buy sell, barter, exchange, pledge, make advances upon, or otherwise deal in, goods, produce, articles and merchandise, according to the custom of merchants or otherwise.
- (b) To purchase, acquire, carry on and develop the business and undertaking of the United African Company Limited.
- (c) To form or acquire and carry on trading stations factories stores, and depots in Africa or elsewhere; and to purchase, lease or otherwise acquire, carry on, develop and improve any business or any real or

personal property in the United Kingdom, Africa, or elsewhere, or any undivided or other interest whatsoever therein respectively.

- (d.) To apply for, acquire, and hold any charters, Acts of Parliament, privileges, monopolies, licences, concessions, patents, or other rights or powers from the British Government, or any other Government or State, or any potentate or local or other authority in Africa or elsewhere; to exercise, carry on and work any powers, rights, or privileges so obtained; and to constitute or incorporate the Company as an anonymous or other society in any foreign country or State.
- (e.) To purchase, build, hire, charter, or otherwise own, hold, use and dispose of, steam and other ships, vessels, boats and their appurtenances; to construct or otherwise acquire docks, slips, or griddons, canals, railways, tramways, roads and other ways, and vehicles of all kinds, machinery, plant and appliances, for all and every purpose and use: and to work and carry on the
- (f.) To purchase, or otherwise acquire, open and work mines, forests, quarries, fisheries and manufactories; and to stock, cultivate and improve any of the lands of the Company, erect buildings thereon, and sell the produce thereof.
- (g.) To draw, accept, endorse, negotiate, purchase, lend money upon, or discount, hold and dispose of promissory notes, bills of exchange, bankers' drafts, warrants, bills of lading, or any representatives of produce or merchandize, whether foreign or inland, or mortgages, bonds, debentures, shares (except Shares of this Company), or other securities.
- (h.) To borrow money on bonds, debentures, bills, or other securities of the Company, secured or not by mortgage, pledge, or otherwise of any property of the Company, including uncalled up Capital, or unpaid Calls, in any mode, and on any terms and conditions as to interest, repayment or otherwise.
- i.) To establish and regulate or to discontinue agencies for the purposes of the Company.

(j.) To lease, let out for hire, or make any arrangement for the working or development of, or to mortgage, sell, dispose of, or otherwise deal with the whole or any part of any business, lands, ships, property, rights, privileges or assets of any kind whatever of the Company for the time being, or any undivided or other Share or interest therein respectively, in any mode, and either absolutely or conditionally; to grant licences or concessions out of over, or in respect of any property or rights of the Company; to make and carry into effect any arrangements for the union of interests or amalgamation, either in whole or in part, with any company, corporation, or person; and on any such sale or other, disposition or arrangement to accept payment in whole or part, in Shares, bonds, debentures, or other securities of any company, corporation, or person, and subject or not to any restriction or condition as to transfer or otherwise.

(k.) To do all other things whatsoever, whether of the like or other nature, which the Company may consider in any way incidental or conducive to the foregoing objects or any of them.

3(l) "To carry on the business of a holding company and to co-ordinate, finance and manage all or any part of the businesses and operations of any and all companies controlled directly or indirectly by the Company or in which the Company is interested, whether as a shareholder or otherwise and whether directly or indirectly"

3(m) "To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business"

4. The Liability of the Members is Limited.

5. The Capital of the Company is £3,000,000* divided into 3,000,000 Shares of £1 each, with power to increase. Such Capital or increased Capital may be issued as wholly Ordinary, or partly as Ordinary and partly as Preference Shares. Any portion of such Ordinary Shares may be issued as Deferred Shares as to Dividend either permanently or for a limited time.

* On the 1st January, 1973 the capital of the company was £10,000,000 divided into 10,000,000 shares of £1 each.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
JOHN SENHOUSE GOLDIE-TAUBMAN, The Nunnery, Isle of Man, Justice of the Peace	One.
JOHN MAIN ADAM, 47, Queen's Road, Brownswood Park, Banker	One.
THOMAS JOHN WESLEY BUCKLEY, Elmside, Teddington, Middlesex, Manager of Insurance Company..	One.
CLIFFORD BLACKBURN EDGAR, Terrace Lodge, Richmond, Surrey, Director of a Public Company ..	One.
JAMES ALEXANDER CROFT, Ashley, Putney, Surrey, Director of a Public Company	One.
GEORGE MILLER, 55, Whitechapel Street, Glasgow, African Merchant	One.
JAMES ALBERT TASSELL, 9, Vernon Terrace, East Finchley, Middlesex, Cashier to a Public Company	One.
CHARLES BANNATYNE, 8, Arundel Square, Barnsbury, London, Mercantile Clerk	One.

Dated the Eighth day of July, 1882.

Witness to the Signatures of the said JOHN SENHOUSE GOLDIE-TAUBMAN, JOHN MAIN ADAM, THOMAS JOHN WESLEY BUCKLEY, CLIFFORD BLACKBURN EDGAR, JAMES ALEXANDER CROFT, GEORGE MILLER, JAMES ALBERT TASSELL, and CHARLES BANNATYNE,

HENRY MORLEY,

364, Cold Harbour Lane,

Brixton, Surrey,

Gentleman.

No. 17049

The Companies Act 1985

Company Limited by Shares

Special Resolution

of

Unilever U.K. Holdings Limited

passed on 10 December 1997

At an Extraordinary General Meeting of the above named company duly convened and held on 10th December 1997 the subjoined special resolution was duly passed.

IT WAS RESOLVED THAT the Memorandum of Association of the company be amended by the adoption of the following new objects 3(l) and 3(m) respectively and that the existing objects be re-designated 3(a) to 3(m) (inclusive):

- 3(l) "To carry on the business of a holding company and to co-ordinate, finance and manage all or any part of the businesses and operations of any and all companies controlled directly or indirectly by the Company or in which the Company is interested, whether as a shareholder or otherwise and whether directly or indirectly"
- 3(m) "To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business"

CHAIRMAN

COMPANIES ACT 1929

THE

NIGER COMPANY LIMITED

SPECIAL RESOLUTIONS

At an Extraordinary General Meeting of the Company duly convened and held at Union House, 26, St. Martin's-le-Grand, in the City of London on Wednesday the 22nd day of July, 1931 the following resolutions were submitted and duly passed as Special Resolutions:-

RESOLUTIONS

THAT the Ordinary and Preference Shares of the Company be consolidated into one class of Ordinary Shares and that all preference or special or separate rights or privileges attached or belonging to any class of Preference Shares including all arrears and accruals of preferential dividends thereon be cancelled.

THAT (amendment of the Articles of Association not now applicable).

Pursuant to Section 7 of the Company's Articles of Association, the first of the above Resolutions was duly passed as an Extraordinary Resolution at separate General Meetings duly convened and held on the 22nd day of July 1931 of the holders respectively of:-

The 8 per cent Cumulative Preference Shares
The 8 per cent Non-Cumulative Preference Shares
The 10 per cent Non-Cumulative Preference Shares, and
The Ordinary Shares

of the Company.

SPECIAL RESOLUTION

(Pursuant to s.69 Companies (Consolidation)
Act, 1908)

of

THE NIGER COMPANY LIMITED

Passed	22nd April, 1925
Confirmed	7th May, 1925

At an EXTRAORDINARY GENERAL MEETING of the abovenamed Company, duly convened and held at Cannon Street Hotel, in the City of London, on the 22nd day of April, 1925, the following RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the said Company, also duly convened and held at the same place on the 7th day of May, 1925, the said RESOLUTION was duly confirmed as a SPECIAL RESOLUTION:-

RESOLUTION

That the 8 per cent preferential dividend on the 1,500,000 Preference Shares of the Company Nos. 2,000,001 to 3,500,000 already issued shall as on and from the 1st day of July 1920 cease to be cumulative and that the said Preference Shares shall confer and be deemed as from the said 1st July 1920 to have conferred the right to a non-cumulative preferential dividend at the rate of 8 per cent. per annum on the capital for the time being paid up thereon payable in respect of each financial year or other period exclusively out of the profits which it may be determined to distribute in respect of such financial year or other period, and that all arrears and accruals of the cumulative preferential dividends thereon be cancelled accordingly.

The above Resolution was duly sanctioned pursuant to Article 7 of the Articles of Association of the Company by an EXTRAORDINARY RESOLUTION of a separate meeting of the holders of the 8 per cent Cumulative Preference Shares of the Company, duly passed on the 22nd April, 1925.

SPECIAL RESOLUTION

(Pursuant to s.69 Companies (Consolidation)
Act, 1908)

OF THE

NIGER COMPANY, LIMITED

Passed.. .. 14th December, 1921

Confirmed .. 29th December, 1921

AT an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at THE CANNON STREET HOTEL, CANNON STREET, LONDON, E.C., on the 14th day of December, 1921, the following Special Resolution was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened and held at the same place on the 29th day of December, 1921, the following Special Resolution was duly confirmed:-

RESOLUTION

RESOLVED:-

(1) That the 3,000,000 Preference Shares Nos. 7,000,001 to 10,000,000 now forming part of the unissued Cumulative Preference Shares Nos. 2,000,001 to 10,000,000 in the Capital of the Company shall be and shall be issued as 10 per cent. non-Cumulative Preference Shares ranking both for dividend and for repayment of capital on winding up after the 5,000,000 Cumulative Preference Shares Nos. 2,000,001 to 7,000,000.

(2) (Amendment of the Articles of Association - not now applicable)

(3) That the Special Resolution passed on the 2nd and confirmed on the 18th June, 1920, shall be and is hereby varied so far as is necessary to give effect to the foregoing.

Extraordinary Resolution

OF A

SEPARATE GENERAL MEETING OF THE HOLDERS

OF THE

SIX PER CENT. PREFERENCE SHARES

IN THE

NIGER COMPANY, LIMITED

Passed - - - - - 2nd June, 1920.

At an Extraordinary General Meeting of the holders of the Six per Cent. Preference Shares in the said Company, duly convened and held at the Cannon Street Hotel, London, E.C., on the 2nd day of June, 1920, the following Extraordinary Resolution was duly passed:—

RESOLVED—

“That this General Meeting of Preference Shareholders hereby, pursuant to Article 7 of the Articles of Association, sanctions the increase of capital of the Company by the creation of 7,000,000 further Preference Shares of £1 each and the variation of rights attached or belonging to the Six per Cent. Preference Shares of the Company Nos. 2,000,001 to 3,000,000 provided for (subject to confirmation as a Special Resolution) by the Extraordinary Resolution of the Company in General Meeting passed on the 2nd day of June, 1920, on the terms therein mentioned.”

Extraordinary Resolution

OF A

SEPARATE GENERAL MEETING OF THE HOLDERS

OF THE

ORDINARY SHARES

IN THE

NIGER COMPANY, LIMITED

Passed - - - - - 9th June, 1920.

At an Extraordinary General Meeting of the holders of the Ordinary Shares in the said Company, duly convened and held (by adjournment from the 2nd day of June, 1920), at the Cannon Street Hotel, London E.C., on the 9th day of June, 1920, the following Extraordinary Resolution was duly passed:—

RESOLVED—

“That this General Meeting of Ordinary Shareholders hereby, pursuant to Article 7 of the Articles of Association, sanctions the increase of capital of the Company by the creation of 7,000,000 further Preference Shares of £1 each and the variation of rights attached or belonging to the Ordinary Shares of the Company by reason of the creation of such Preference Shares and the increase of the rate of dividend on the Preference Shares already authorised and partly issued provided for (subject to confirmation as a Special Resolution) by the Extraordinary Resolution of the Company in General Meeting passed on the 2nd day of June, 1920.”

Special Resolution

(Pursuant to s. 69 Companies (Consolidation) Act, 1908.)

OF THE

NIGER COMPANY, LIMITED

Passed - - - - - 2nd June, 1920.

Confirmed - - - - - 18th June, 1920.

At an Extraordinary General Meeting of the Members of the said Company, duly convened and held at the Cannon Street Hotel, London, E.C., on the 2nd day of June, 1920, the following Special Resolution was duly passed; and at a subsequent Extraordinary General Meeting of the Members of the said Company, also duly convened and held at Surrey House, Victoria Embankment, London, W.C., on the 18th day of June, 1920, the following Special Resolution was duly confirmed:—

RESOLUTION.

“That the present share capital of the Company of £3,000,000 in 2,000,000 Ordinary Shares and 1,000,000 Six per Cent. Cumulative Preference Shares both of £1 each be and is hereby increased to £10,000,000 by the creation of 7,000,000 further Preference Shares of £1 each to rank rateably with the 1,000,000 Preference Shares already authorised and partly issued; that 3,500,000 Preference Shares Nos. 2,000,001 to 5,500,000 (including 500,000 Six per Cent. Preference Shares already issued) shall bear Eight per Cent. Cumulative Preferential dividend; that the remaining 4,500,000 Preference Shares Nos. 5,500,001 to 10,000,000 shall bear such rate or respective rates of dividend as may be determined by the Board at the time or respective times of their issue; that the whole of the 8,000,000 Preference Shares (though if the case arises bearing varying rates of dividend) shall all rank rateably together for dividend and capital; and that the Articles of Association be altered in the following manner:—

(not now applicable)

THE
NIGER COMPANY, LIMITED

SPECIAL RESOLUTIONS

Passed, 6th March, 1914 Confirmed, 24th March, 1914

At an Extraordinary General Meeting of the abovenamed Company, duly convened and held at the Offices of the Company, Surrey House, Victoria Embankment, London, on Friday, the 6th day of March, 1914, the subjoined Resolution was duly passed; and at a subsequent Extraordinary General Meeting of the said Company, also duly convened and held at the same place on Tuesday, the 24th day of March, 1914, was duly confirmed as a Special Resolution.

RESOLVED---

"That the Capital of the Company be and is hereby increased from £500,000 to £3,000,000 by the creation of 2,500,000 new shares of £1 each, of which 1,000,000 shares shall be Preference Shares, having the rights defined by the Articles of Association and Regulations of the Company, and 1,500,000 shares shall be Ordinary Shares."

Company No. 17049

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Unilever U.K. Holdings Limited

At an Extraordinary General meeting of the Members duly convened and held on 25 November 1992 the Resolution numbered 1 was duly passed as a Special Resolution and the Resolution numbered 2 was unanimously resolved as an Elective Resolution.

SPECIAL RESOLUTION

1. THAT the Regulations contained in the document submitted to this meeting and which for the purpose of identification has been signed by the Chairman of the meeting, be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, all existing Articles of Association.

ELECTIVE RESOLUTION

2. The Company hereby elects:-
 - (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
 - (iii) pursuant to Section 386 of the Act, to dispense with obligation to reappoint auditors annually.


Chairman

Company No. 17049

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
UNILEVER U.K. HOLDINGS LIMITED

Adopted pursuant to Special Resolution passed on
25 November 1992

The regulations in Table A in The Companies (Tables A to F) Regulations 1985 as amended prior to the date of incorporation of the company (hereinafter referred to as 'Table A') shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles.

1. In regulation 24 of Table A the first sentence shall be deleted and the following sentence substituted therefor:-

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

2. In regulation 40 of Table A the following words shall be added at the end of the second sentence:-

'except if the company has only one member, in which case one member present in person or by proxy shall be a quorum.'

3. The following shall be substituted for regulation 54 of Table A:-

'54. At a general meeting, but 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 and every proxy for any member (regardless of the number of the holdings of the member for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.'

4. The following shall be substituted for regulation 62 of Table A:-

'62. The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other

machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article.'

5. The following shall be substituted for regulation 64 of Table A:-

'64. Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum or minimum.'

6. The following shall be substituted for regulation 70 of Table A:-

'70. Subject to the provisions of the Act, the memorandum and the articles and to any directions given by special resolution, the business of the company shall be managed by the directors who may exercise all the powers of the company, including the power of the company to borrow money. No alteration of the memorandum or articles and no such directions shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.'

7. The following shall be added after regulation 70 of Table A:-

'70A. Notwithstanding the general powers conferred by the preceding article:-

- (a) the directors shall not, without the previous sanction of the company in general meeting or the written consent of all the members:-
 - (i) sell, lease or otherwise dispose of the whole or a substantial part of the undertaking or of the assets of the company to any company or undertaking not itself a subsidiary undertaking of the ultimate holding company of the company;
 - (ii) mortgage or charge the undertaking or any of the assets of the company or any uncalled capital of the company;
 - (iii) issue debentures or other securities;
 - (iv) purchase or acquire any other company or undertaking, or the whole or a substantial part of the business or assets of any other company or undertaking if that other company or undertaking is not itself a subsidiary undertaking of the ultimate holding company of the company.

- (b) The directors may arrange that any branch of the business carried on by the company or any other business in which the company may be interested shall be carried on by or through one or more subsidiary companies, and they may on behalf of the company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on or for financing, assisting or subsidising any such subsidiary company or guaranteeing its contracts, obligations or liabilities, and they may appoint, remove and re-appoint any persons (whether members

of their own body or not) to act as directors, managing directors or managers of any such company or any other company in which the company may be interested, and may (subject, in the case of a member of their own body, to the provisions of regulation 84) determine the remuneration (whether by way of salary, commission on profits or otherwise) of any person so appointed.

- 70B. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.'
8. In regulation 72 of Table A the first sentence shall be deleted and the following substituted therefor:-
- 'The directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether directors or not) as they think fit and references in these regulations to a committee of directors or to a director as a member of such a committee shall include a committee established under this regulation or such person or persons.'
9. In regulation 72 of Table A the last sentence shall be deleted and the following substituted therefor:-
- 'Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of

meetings of two or more directors so far as they are capable of applying.'

10. The following shall be substituted for regulations 73, 74 and 75 respectively of Table A:-

'73. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).

74. Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.

75. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No shareholding qualification for directors shall be required.'

11. Regulations 76 to 80 (inclusive) of Table A shall not apply.

12. In regulation 81 of Table A item (e) shall be deleted and the following items shall be added after item (d) of regulation 81:-

- '(e) he, without leave, be absent, otherwise than on the business of the company, from meetings of the directors for six consecutive months, and the directors resolve that his office be vacated;
- (f) he, without the sanction of the company, carries on, or is directly or indirectly engaged either alone or in partnership with or as agent for any other person or persons in the carrying on of any business similar to, or competing with the business of the company or any branch thereof,; but no director shall vacate his office by being or becoming a director or shareholder in any other joint stock company; or
- (g) he is removed from office pursuant to these articles.'

13. The following shall be substituted for regulation 84 of Table A:-

'84. A director may hold any employment or office in the company (other than that of auditor), including that of managing director or membership of any committee consisting of directors only or of directors and other persons, in conjunction with his directorship, and may be appointed thereto upon such terms as to remuneration, tenure of office and otherwise as may be arranged by the directors or by any committee of the directors to which any such power of appointment may be delegated. Any appointment of a director as managing director shall terminate if he ceases to be a director. A director of the company may be or become a director of any company promoted by this company or in which this company may be interested as a vendor, shareholder or otherwise, but any such

director shall account to this company for any remuneration or other benefits received or receivable by him as a director or employee of any such company. A director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any employment or office in the company including that of managing director or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.'

14. The following shall be substituted for regulation 85 of Table A:-

'85. (a) Subject to the next paragraph of this regulation, no director or intending director shall be disqualified by his office from contracting with the company, either as vendor, purchaser or in any other manner whatever, 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 relations thereby established.

(b) A director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the company

shall declare the nature of his interest at the meeting of the directors at which the question of entering into the contract or arrangement is first taken into consideration, if his interest then exists, or in any other case at the first meeting of the directors after he becomes so interested. Provided nevertheless that a director shall not vote in respect of any contract in which he is so interested, and if he shall do so his vote shall not be counted, but this prohibition shall not apply to any arrangement for giving to any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company, nor to any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company which the director has himself guaranteed or secured, nor to any contract by a director to subscribe for or underwrite shares or debentures of the company, nor to any contract or arrangement with a corporation in which he is interested only by reason of being a director, officer, creditor or member of such corporation and it may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, by the company in general meeting. A general notice to the directors given by a director to the effect that he is a member of a specified company or firm and is to be regarded as interested in all transactions with such company or firm shall be a sufficient declaration of interest under

this regulation, and after such general notice it shall not be necessary to give any special notice relating to any subsequent transactions with such company or firm, provided that either the notice is given at a meeting of the directors or the director giving the same takes reasonable steps to secure that it is brought up and read at the next meeting of the directors after it is given.'

15. The following shall be added after regulation 88 of Table A:-

'88A. All or any of the members of the board or any committee of the board may participate in a meeting of the board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.'

16. The following shall be substituted for regulation 89 of Table A:-

'89. The quorum 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 one.'

17. Regulation 94 of Table A shall not apply.